

KPFT Local Station Board Regular Meeting
May 8, 2019
Harris Co. AFL-CIO Union Hall
Texas Gulf Coast Area Labor Federation
2506 Sutherland St.
Houston TX 77023

Draft Agenda

- I. Call to Order
- II. Staff Recognition [5 minutes]
- III. Roll Call [10m]

Danielle Allen
Teresa Allen
Alán Alán Apurim
Wesley Bethune
Bill Crosier
Joseph Davis
Elayne Duncan
Lynden Foley
Don Freeman (NV)

Wally James
Jim Krafka
DeWayne Lark
Adrienne LaViolette
Micheline Milligan
Matthew Moore
Vinisha Patel-Adams
Rick Pothoff

Sandra Rawline
Darelle Robbins
Nancy Saibara-Naritomi
Wendy Schroell
KC Sinclair
Rita Washington
Vanecia Williams
Egberto Willies

- IV. Agenda Approval [10m]
- V. Minutes Approval [10m]
 - a. April 10, 2019 LSB
- VI. Interim General Manager Report [10m]
- VII. Public Comment [time certain 8PM – 8:30PM] [30m]
- VIII. Pacifica Bylaw Amendments [50m]

a. Article Five, Board of Directors of the Foundation: Section 11 Executive Committee

A. Executive Committee. The Officers who are Directors plus one Director from each station, and the Executive Director, shall constitute an Executive Committee. The Executive Committee shall have the authority to have monthly meetings, set agendas, and generally stay in touch on a monthly basis with the day to day business of the PNB between meetings, to call Special Meetings, but have no authority to exercise any powers without Board approval. If the Secretary is not a Director, he/she shall attend the meeting to take notes but not participate. If the Treasurer is not Directors, she/he may attend at if called upon, but shall have no vote.

B. Election of the Officers and Executive Committee. At the first meeting of the PNB each year the election of the Officer and Executive Committee offices shall be selected by a majority vote. However, that if there are nominations of more than two people for any position the Board shall choose the positions by majority vote.

D. The Executive Committee shall be responsible to make monthly reports on the National Foundation matters activity should there be any not covered ED or CFO reports.

b. *Article Eight, Other Committees of the Board of Directors, Section 3: Standing Committees*

In addition to the LSBs for each of the Foundation's radio stations and the PNB Executive Committee as described in Article Five Section 11, the Board of Directors shall also have the following standing committees: A.) a Finance Committee, which shall review and recommend the annual budget for board approval and shall monitor and report Foundation financial activities at least annually and shall include as members the Chief Financial Officer, a Director from each radio station area and the treasurers of each LSB. (The chair of the Finance Committee shall be a Director who may be referred to as the Board "Treasurer". However, the Board Treasurer shall not be an officer of the Foundation. The Foundation's Chief Financial Officer shall be an employee of the Foundation and shall not be the Board Treasurer. The Board Treasurer shall not represent him/herself to any party as an officer of the Foundation nor may s/he sign documents on behalf of the Foundation requiring the signature of the Chief Financial Officer nor represent him/herself to have any authority to bind the Foundation.); and (B) an Audit Committee, which shall oversee the annual audit of the Foundation's books and shall not include Finance committee members. (C.) A Personnel Committee that operates to do various personnel searches as they are required and mandated by the PNB. The search for the National Election Supervisor shall not be included in their mandate for conflict of interest reasons

c. *Proposed Bylaw Amendment # 1 – Art. 3.4 – End Use of Membership Waivers*
2018 Proposed Pacifica Bylaws Amendment Article 3, Section 4 - Membership Waivers

Summary of Amendment: This amendment would remove the ability of LSBs to give waivers for membership requirements.

Rationale: Waivers have been abused by certain LSBs, by exempting friends of LSB members from even the minimal donation requirement of either \$25 or 3 volunteer hours per year, so that those people may get ballots and vote for their friends in Pacifica elections without donating anything (money or volunteer time) to the station. Even incarcerated listeners can meet the volunteer hour requirement by helping to review programs for the Program Director, for example. People should show a minimal level of commitment to the station to be able to vote in our elections, but of course they may still listen without donating anything.

Actual amendment text: Remove Article Three, Section 4 (Waiver of Requirements) from the Bylaws. It currently reads: "Article Three, Members of the Foundation, Section 4: Waiver of Requirements The Local Station Board for each Foundation radio station (also referred to herein as "LSB") may adjust or waive the contribution requirement for Listener-Sponsor Membership set forth in Section 1(A) of this Article of these Bylaws on a case by case basis for reasons of financial hardship, where said LSB, in its discretion, determines that the proposed member has demonstrated a sincere interest in becoming a Member of the Foundation and is also genuinely unable to afford the contribution amount or to volunteer the minimum 3 hours of service."

d. *Proposed Bylaw Amendment # 2 – Art. 4.1 – Delegates Defiined*

In the below Bylaw the underlined text should be deleted and the text in **bold** and in *italics* should be added.

Article Four, Delegates, Section 1: Delegates Defined The Members of each class for each Foundation radio station shall separately elect Delegates who shall serve as representatives of the Members in the election of Foundation Directors ***at an Assembly of Delegates of*** from each radio station area and who shall have such other duties and powers as are specified in these Bylaws

- IX. PNB Committee Elections [20m]
 - a. Election of two (2) LSB members to each of the following Pacifica National Board Committees:
 - i. Audit
 - ii. Governance
 - iii. Elections
 - iv. Programming
- X. Pacifica National Board and Committee Reports [15m]
 - a. Question and Answer
- XI. Committees [15m]
 - a. Reports
- XII. Choose dates [5m]
 - a. Next LSB Meeting
- XIII. Adjourn