

Minutes-PNB Governance Committee-Aug 6

Present: Agamir, Brazon, Dixon-Briggs, Lederer, Logan, Norman, Reiter, Reyes, Rosenberg, Wenger
Quorum Attained at 8:45 ET

Agenda:

Roll Call

Approval of Minutes:

Minutes of July 17 and June 26 approved without objection.

Changes to Agenda:

The agenda was amended to include
Motion on Bylaws Time Line-Brazon

The Pacifica National Board Governance Committee recommends that the following timeline be voted on at its August 8, 2013 meeting and no later than at its August 22, 2013 meeting.

Proposed Timeline:

All properly proposed Bylaw amendments shall be held until OCTOBER 2, 2013 which is 45 days before the earliest of the voting dates, NOVEMBER 16, 2013 of the Board and of the Delegates.

On the Notice date, OCTOBER 2, 2013, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM for a period of 45 days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 15 days of the Board and Delegates meetings to vote on these amendments.

(2) In order for new Bylaws to be adopted, or these Bylaws amended or repealed and subject to Section 1(B)(3) below:

(i) except as provided in Section 1(B)(3) below, the proposed amendment(s) must be approved by the majority of all Directors on the Board and by the majority vote of all the Delegates of at least three of the Foundation radio stations.. The Delegates shall vote on the proposed amendment(s) within the 60 day period beginning with the voting date of the PNB.; or

(ii) in the case of amendment(s) proposed by Member petition pursuant to Section 1(A)(3) above, said proposed amendment(s) must first be presented to the Board and the Delegates for approval as set forth in Section 1(B)(2)(i) above. If any proposed amendment is approved by the Board and the Delegates, then, unless membership approval is required under Section 1(B)(3) below, the amendment shall be adopted. If any proposed amendment is not approved by the Board and Delegates, then it shall be submitted to the Members for approval and shall be adopted if approved by the Members as

set forth in Section 1(B)(4) below. Voting shall be completed by December 31 of the year in which the amendments are proposed.

Motion on Elections Timeline-Brazon

Request that the PNB meet to approve and announce the 2 month postponement in open session immediately.

[From: <http://kewg.org/bylaws/art4sec5.html>, with new dates]

Article Four, Delegates, Section 5: Election Time Frame

In a Delegate election year, the nominations period for seats being vacated shall open on June 1 [September 1] and remain open for thirty (30) days, closing on June 30 [September 30]. The national and local election supervisors shall thereafter prepare the written ballots for each radio station, listing all of the candidates and setting forth all other information required by these Bylaws. Ballots shall be mailed, or otherwise made available, to the Members on August 15 [November 15] (or the following day if August 15 [November 15] is a mail holiday). To be counted a ballot must be received on or before September 30 [December 30] (the "Election Close Date").

All ballots shall be held sealed until the Election Close Date. If the required quorum of ballots is not received by the Elections Close Date, then the Elections Close Date shall be extended by up to four additional weeks until closed by the National Election Supervisor. The national and local elections supervisors shall have up to 15 days after the Election Close Date to count the ballots and to certify the results to the LSBs, the Board, and the Members, which results must be reported by October 15 [January 15, 2014] or, if the Election Close Date was extended, by 15 days after the extended Election Close Date, and shall be posted on the Foundation's and the radio stations' websites. If no quorum of ballots is obtained by the extended date, then those Delegates whose terms would have expired upon the election of new Delegates shall remain in office until the next regularly scheduled Delegate election.

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Consideration of concerns about iED.- Dixon-Briggs

Motion to make staff salaries available to LSBs-Wenger

Consideration of article iV-Section 2 of bylaws-Reyes

Wenger moved to place his motion ahead of the election timelines motion Passed 4-3 2 abstentions

Actions taken:

Bylaws timeline-Brazon Passed without objection

Wenger motion-The salaries of all Pacifica employees and all payments to consultants shall be disclosed to each LSB prior to the beginning of the budget process. The GM and/or the Treasurer of each LSB shall forward this information prior to May 1st.

Approved 6-2 1 abstention

Elections Timeline-Brazon Passed without objection

Dixon –Briggs The Governance Committee wishes to inform the PNB that the motion it passed directing the IED to set up Program Councils at each station has not been acted on. Approved 9-1

Motion to extend time for 10 minutes at 10:35pm-Dixon-Briggs Passed without objection

Consideration of article iV-Section 2 of bylaws-Reyes postponed till next meeting.

Meeting Adjourned:10:45 PM

Submitted by George Reiter