

Pacifica National Board

Elections Committee Regular Meeting – June 17, 2007

MINUTES (times are recorded as PDT)

A regular meeting of the PNB Elections Committee was convened at 5:20 pm PDT by Terry Goodman. Henry Norr served as note-taker and Bob Lederer as time-keeper. No minutes were approved.

Attendance

Present: Teresa Allen, Lydia Brazon, Jane Gatewood, Terry Goodman, Bob Lederer, Henry Norr, Sandra Rawline (arrived 5:42), Cerene Roberts, Deb Shafto, Jack Van Aken, and LaVarn Williams.

Absent: Ambrose Lane, Rosalinda Palacios, LaVarn Williams, and Carol Wolfe.

Revised Agenda

Roll Call & Call to Order

1. Amend & Approve Agenda (5 min)
2. Review and Approval of Minutes (5/20/07) (5 min)
3. Special Reports (10 min)
 - A. Status and Details of Elections Supervisor Hire (Continued from prior meeting) (2 min)
 - B. Update from Director members on any PNB motions relevant to the committee's work (3 min)
 - C. Committee Report to PNB (5 min)
4. Workgroup Reports (40 min)
 - A. Technology Follow-up (Williams) (5 min)
 - B. Elections Timeline (Roberts) (30 min)
 - C. Staff Lists (Lederer), including Birden motion on composition of work group (15 min)
 - D. Technical Advisory (Anakin) (5 min)
 - E. Membership Lists (Roberts) (10 min)
 - F. Birden motion on teleconference systems (5 min)
5. Unfinished Business (20 min)
 - A. Station Policies on Membership Waivers (5 min)
 - B. Participation Workgroup Recommendations (5 min)
 - C. NES/LES/Committee Recommendations (5 min)

- 1) Campaign Use of Membership Lists (Lederer)
- D. Manner of Election of Affiliate Directors (Allen) (5 min)
- 6. New Business (25 min)
 - A. Motion that Directors report PNB actions regarding election matters to the Elections Committee (Birden) (5 min)
 - B. Noticed motion to rescind the Sunday evening meeting schedule (Roberts) (15 min)
 - C. Other New Business (5 min)

1. The committee revised its agenda and approved it without objection at 5:39 (see above).

2. No minutes were approved, as none were available.

3. SPECIAL REPORTS

3.A. Election Supervisor hiring (5:42)

Brazon reported that the PNB on June 8 approved the committee's resolution on appointment of local election supervisors. Rawline will forward a report from ED Guma on election supervisor hiring. Allen suggested that the chair e-mail the NES inviting him to submit proposals and questions to the committee.

3.B. Update from Directors (5:47)

Lederer reported that the PNB had voted to meet no later than July 3 to consider the by-law changes proposed by the committee – polling under way to determine date and time.

3.C. Committee report to PNB (5:48)

Goodman said no committee report to the PNB was needed as the committee had not approved any motions requiring PNB action. Birden suggested that the chair should also present to the PNB an overview of the committee's work, clearly labeled as the chair's opinion. Goodman agreed. Lederer said the report should not be a statement of the chair's personal opinions, but rather an outline of what the committee is working on, and ideally it should be submitted to the whole EC for comments and clarification several days prior to presentation to the PNB. No action was taken on this discussion.

3.X. Scheduling of committee meetings (5:52)

Roberts moved to rescind the previous committee decision to hold meetings on Sunday evenings. The committee agreed to consider the motion at this time. After much discussion, the committee voted 5-4-1 to move the meetings to Monday, then voted 5-3-2 to make the regular date the fourth Monday of each month. Next meeting will be Monday, July 23, 2007.

4. WORKGROUP REPORT (6:20)

4.A. Tech workgroup – report postponed

4.B. Elections timeline workgroup

Roberts summarized the workgroup's final proposal, including elections in odd-numbered years, four-year terms for delegates, a new timeline that puts voting in August and September, a limited override option allowing the PNB to change the schedule, and corresponding changes in related by-laws provisions.

Birden announced her intention to abstain from voting on any of the proposed changes because she did not feel adequately prepared.

The committee voted 9-0-1 to amend Article 3, Section 10 of the by-laws to read as follows (changes in red):

"The record date for purposes of determining the Members entitled to receive notice of any meeting, entitled to vote by written ballot or entitled to exercise any other lawful membership action, shall be **at least thirty (30)** days before the date of the special meeting, **at least thirty (30)** days before the day on which the first written ballot is distributed, or made available, to the Members, **or at least thirty (30)** days before the taking of any other action, as applicable."

The committee decided, with no objection, to amend Article 4, Section 4, Part A to read as follows:

"In **March** of each year in which there will be an election of Delegates by the Members, **or by a date no less than 90 days before nominations are set to open, whichever is earlier**, the Executive Director shall appoint a national elections supervisor whose role shall be to oversee and certify the fairness of the Delegates elections in each station area and to confirm said elections' compliance with these Bylaws. The national elections supervisor shall also oversee the nominations process, the preparation of the ballots and the counting of the ballots and shall prepare a written statement reporting the results of every election for distribution to the Members or posting on the Foundation's and radio station's websites. To be eligible for appointment to the position of the national elections supervisor, said person shall not be an employee of the Foundation or any Foundation radio station or a Delegate, Officer, or Director of the Foundation or any LSB, or a radio station staff member, paid or unpaid. The national elections supervisor should be experienced with election procedures and supervision and preferably recommended by an organization experienced in elections procedures and supervision. The national elections supervisor does not have to be a Member of the Foundation. Upon the completion of, and certification of the results for,

all of the elections, the national elections supervisor's term shall end."

By a vote of 3 for, 4 against, and 2 abstentions, the committee rejected a proposal to amend Article 4, Section 4, Part A, to allow the national election supervisor to extend voting by up to 6 weeks at any station at which the required quorum of ballots is not received by the original Election Close Date.

By a vote of 6-2-1 the committee voted to amend Article 4, Section 5 to read as follows (7:26):

"In every odd-numbered year, the schedule for elections shall be as set forth below, except that where the Pacifica National Board determines, by a 2/3 vote, that the schedule cannot be followed due to exigent circumstances, they may implement a different timeline subject to the constraints detailed herein.

In a Delegate election year, the nominations for vacating seats shall open on June 1st and remain open for thirty (30) days, closing on July 1st. 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 15th (or the following day if August 15th is a mail holiday). To be counted a ballot must be received on or before September 30th (the "Election Close Date").

All ballots shall be held sealed until the Election Close Date. **If the required quorum of ballots for any station is not received by the Elections Close Date, then the Elections Close Date for that station 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 15th** or, if the Election Close Date was extended, by **November 5th**, 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.

If in an even-numbered year, the Pacifica National Board determines by a 2/3 vote, that the schedule above cannot be executed due to exigent circumstances, they may by November 30th adopt a schedule subject to the constraints herein:

- 1) Avoids where possible conflicts between major fund drives and the period between the close of nominations and the election close date
- 2) Includes a period of not less than 30 days for nomination of candidates;
- 3) Allows no less than 35 days after the mailing of ballots, on or before which completed ballots must be received to be counted ("Election Close Date")
- 4) Provides that all other intervals within the timeline remain as stated in the preceding paragraph, and
- 5) Allows for seating in December as provided for in Article 7, Section 6 (B)."

Without objection, the committee voted (7:28) to amend the last sentence of Article 4, Section 9 of the by-laws (REMOVAL OF DELEGATES) to read as follows:

A Delegate removed pursuant to this Section 9(D) or 9(E) shall not be eligible for reelection as a Delegate for a period of **four (4)** years.

Without objection, the committee voted (7:48) to amend the last sentence of Article 7, Section 2 of the by-laws (COMPOSITION OF THE LOCAL STATION BOARDS) to read as follows:

The term of office of an associate station representative shall be four years, with **a term limit consistent with Article 4, Section 8.**

The committee then took up options to be proposed as alternative amendments to Article 4, Section 8 (DELEGATES: TERMS OF OFFICE; TERM LIMITS). Lederer agreed to ask the corporate counsel whether it is necessary to change the phrase "two year" to "two years and a day" in Options A and B below. Van Aken added Option C. The committee then voted without objection (8:02) to submit the following the three options as alternatives for this section:

OPTION A – FOUR-YEAR TERMS, MAXIMUM TWO CONSECUTIVE TERMS

Delegates shall be elected for a term of four years. A Delegate may serve a maximum of two consecutive terms. A delegate who serves two consecutive terms or who leaves before completing a term shall not be eligible for further service as a Delegate until at least 2 years have passed after their leaving office. In the case of a delegate seated to complete a term vacated by a departed delegate, service of two years or more shall be considered a term; service of less than two years shall not be considered a term.

OPTION B - FOUR-YEAR TERMS, NO CONSECUTIVE TERMS

Delegates shall be elected for a term of four years. A Delegate shall not be eligible for

further service as a Delegate until at least 2 years have passed after their leaving office. In the case of a delegate seated to complete a term vacated by a departed delegate, service of two years or more shall be considered a term; service of less than two years shall not be considered a term.

OPTION C – FOUR-YEAR TERMS, NO TERM LIMITS

Delegates shall be elected for a term of four years.

Lederer proposed to delete the current Article 4, Section 7 (now "2003 TRANSITION ELECTION") and replace it with a section to be entitled simply "TRANSITION ELECTION." After several clarifications by Goodman, the committee voted without objection (8:19) to propose the following as the new text for this section:

If bylaws amendments establishing four-year terms are approved by the membership in 2007, they will take effect immediately. In that event, any Delegates and Associate Station Representatives seated in 2008 shall be granted four-year terms, and any Delegates and Associate Station Representatives serving three-year terms in 2007 shall serve their original terms, subject to the term limits, if any, approved by the membership in 2007. This section shall not be interpreted to prohibit any Associate Stations from selecting shorter terms or imposing more restrictive term limits on their Associate Station Representatives, but it shall be interpreted to prohibit any Associate Station from selecting terms longer than four years for their representative to a Pacifica Local Station Board. Consecutive term limitations applicable to Delegates shall also apply to Associate Station Representatives, except to the extent, if any, that more restrictive limitations have been adopted by the appointing authority.

Lederer proposed and the committee adopted without objection (8:25) the following resolution to be submitted to the PNB:

The PNB Elections Committee recommends that the PNB set a notice date allowing a potential membership vote on the following language for bylaws amendments concerning delegate terms and election timelines, subject to any changes recommended by the Foundation Counsel that are consistent with the intent of the Committee.

Lederer agreed that he, Brazon, and Rawline would submit the proposed amendments to Pacifica's foundation counsel for review.

At approximately 8:30 the committee voted to adjourn.

Henry Norr, Secretary Pro-Tem

(These minutes were approved on 9/24/07)