

MINUTES

Local Station Board Meeting of January 21, 2018
Aris & Carolyn Anagnos Peace Center
3916 Sepulveda Blvd, Culver City, CA 90230
Local Station Board (LSB) Meeting

I. Call to Order / Opening Business 10:39 a.m.

A. Roll Call Taken:

Present are KPFK LSB Members Grace Aaron, Ken Aaron, Jonathan Alexander, Marlana Bond, Sandy Childs, Roberta Eidman, Stephen Frantz, Jaime Gomez, Jan Goodman, Stephen Kaiser, Maggie LePique, Ali Lexa, Barbara Marbach, Ismael Parra, Reza Pour, Steve Pride, Myla Reson, Lawrence Reyes, Mansoor Sabbagh, Lance Simmens, Fernando Velasquez, and Lisa Wong. Also present is LSB Secretary Michael Adler.

B. Approve Proposed Agenda:

A motion was made by Lance Simmons to have the Delegates Meeting at the start of the meeting. The motion failed 6 for; 9 against; 2 abstain. A motion to approve the original Proposed Agenda was made and seconded. The agenda was approved by unanimous consent.

C. LSB Excused absence requests:

Dorothy Reik has requested an excused absence. Her excused absence was approved by unanimous consent.

D. Approve December 3rd, 2017 LSB Minutes:

A motion to approve the Local Station Board Minutes of December 3, 2017 was made and seconded and the draft minutes were approved by a vote of 11 for; 4 against; 3 abstain.

E. Set Time Certain to Begin Delegates Assembly

A motion was made to set time certain to begin the Delegates Assembly at 12 PM and approved by unanimous consent.

F. Meeting location of February 18, 2018 meeting

A motion was made to hold the next meeting at the Peace Center and approved by unanimous consent.

G. Scheduling for Personnel Committee Meeting

Jan Goodman will schedule a Personnel Committee meeting to begin a Program Director search. At the next meeting of the Personnel Committee a path forward for the Program Director search and selection will be established.

II. Reports

A. General Manager Report

In lieu of a report out, the Interim General Manager provided her report, which is attached as Appendix B.

B. Q&A for GM General Manager

The questions of the General Manager were omitted by the Chair due to the absence of the iGM at the meeting.

- C. Directors Report
Reports were presented by Grace Aaron, Mansoor Sabbagh, Jan Goodman, and Jonathan Alexander.
- D. Q&A for Directors
Members of the public requested out of order to ask questions of the Directors. The Chair ruled against this request. A motion was made to overrule the chair and allow the public to ask question of the board. The LSB voted to support the chair 12 for; 7 against; 2 abstain.
The LSB asked questions of the Directors.
- E. Treasurer's Report
The Treasurer's Report was presented by Ken Aaron.
- F. Q&A for Treasurer
Questions for the Treasurer were taken and answered.

III. **Public Comments #1 11:45am – 12pm**
Public comments were presented.

IV. **Closing Business**

A motion was made to adjourn LSB Meeting and Convene Delegates Assembly and approved by unanimous consent at 12:04 and a five minute break was announced.

January 21, 2018 Delegates Assembly (12:09 p.m.) (85 minutes)

I. **Call to Order / Opening Business (15 minutes)**

- A. Seating of new Delegate
Marlena Bond was seated.
- B. Roll Call
Present are KPFK LSB Members Grace Aaron, Ken Aaron, Jonathan Alexander, Marlena Bond, Sandy Childs, Roberta Eidman, Stephen Frantz, Jaime Gomez, Jan Goodman, Stephen Kaiser, Maggie LePique, Ali Lexa, Barbara Marbach, Ismael Parra, Reza Pour, Steve Pride, Myla Reson, Lawrence Reyes, Mansoor Sabbagh, Lance Simmens, Fernando Velaszquez, and Lisa Wong. Also present is LSB Secretary Michael Adler.
- C. Approve Proposed Agenda
A motion to approve the Proposed Agenda was made and seconded. The agenda was approved by unanimous consent.
- D. Excused Absence Requests
Dorothy Reik has requested an excused absences. Her excused absence was approved by unanimous consent.
- E. Set Time Certain to Begin Delegates Assembly Executive Session
A motion was made to set time certain to begin the Delegates Assembly Executive Session at 1:30 PM and approved by unanimous consent.

II. **Public Comments #2 12:30 – 12:38**

Public comments were presented and competed at 12:38

III. PNB Directors Elections (30 minutes)

All LSB members have been nominated. The following LSB members accepted their nominations:

- i. **Listener Candidates:** Grace Aaron, Jan Goodman, Mansoor Sabbagh, and Lawrence Reyes.
- ii. **Staff Candidates:** Jonathan Alexander and Steve Pride

The chair nominated Fred Blair as teller and Michael Adler as assistant teller. These nominations for tellers were accepted by unanimous consent.

Paper votes were entered by secret ballot for the Listener Candidates and tallied by the teller and assistant teller with witnesses from the public. The elected KPFK Listener PNB Directors are Grace Aaron, Jan Goodman, and Mansoor Sabbagh.

Paper votes were entered by secret ballot for the Staff Candidates and tallied by the teller and assistant teller with witnesses from the public. The elected KPFK Staff PNB Director is Jonathan Alexander.

V. Bylaws Changes Vote

The following votes were taken on specific bylaws.

The details of the bylaw changes are attached as Appendix C.

#	Article	Sec	Change Summary	Yes	No	Abstain
4	Four	3	Reduce size of LSB from 24 to 16	14	6	1
5	Four	10	Vacancies: Process for reducing from 24 to 16, for above item	15	3	3
6	Four	10	Vacancies: Candidate needs minimum number of votes	15	4	2
7	Five	1	Reduce the size of PNB from 22 to 17	14	7	0
8	Five	1	Directors disqualification includes 'advisory political position'	13	5	3
9	Five	2	Reduce Director term of service from Five to Four	13	1	6
10	Eight	2	Reduce PNB Committees size from 15+ to 10	16	3	1
11	Eight	3	Reduce Audit Committee to One Director from each station	16	3	1
12	Misc.		Miscellaneous Minor Clarifications in text	14	2	4

Note that the first three change items were voted on at the KPFK LSB Meeting of December 3, 2017 and those votes are omitted from these minutes as they are tallied in the minutes of that meeting.

VI. Closing Business:

There was a motion made to adjourn and move onto Delegates Assembly Executive Session that was passed by unanimous consent at 1:38. A short break was announced to allow the public to exit the room.

January 21, 2018 Delegates Assembly Executive Session (1:47 p.m.)

A. Approve Proposed Agenda

A motion to approve the Proposed Agenda was made and seconded. The agenda was approved by unanimous consent.

B. Discussion of Confidential Pacifica Financial Matters

- C. Report Out from the Delegates Assembly Executive Session
The KPFK Delegates Assembly met in Executive session (on 01/21/2018) to discuss confidential Pacifica financial matters.
- D. Adjournment
There was a motion made and seconded to adjourn the Delegates Assembly Executive Session that was passed by unanimous consent.. The meeting was adjourned at 2:45.
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Appendix A - Required Notices

Proper notice of this meeting was posted on the KPFK Calendar and at the Pacifica Calendar as required.

Appendix B – General Manager’s Report

MANAGEMENT REPORT TO THE LSB – JAN 2018

GENERAL STATION/STAFF UPDATE – (INTERIM GM, CHRISTINE BLOSDALE)

KPFK is ushering in 2018 on a positive note with a successful end of 2017 as our December Mini Holiday Drive brought in \$337,450 in pledges (\$300,000 was our goal). Of that amount, I personally brought in \$175,500 (53% of all monies received) with the specials I produced and hosted. A special thanks goes out to our generous and supportive listeners, our dedicated staff and our amazing volunteers for their assistance in making our end of the year drive such a huge success!

I am also happy to report that all monies from past drives promised to third party organizations have been sent out (close to \$13,000 to Mexican Earthquake Relief and Caribbean Hurricane Relief) and an additional \$27,000 will be sent to the Center for Public Democracy / Puerto Rico Aid this week!

As reported in my December LSB Report I am STILL waiting for the thumbs up on the completed (and revised) 2018 Budget which was approved by the LSB and the finance committee. After review with our CFO it was updated and resent, yet there is still no word back yet on it being approved. Since this will be my last report as Interim General Manager I would like to AGAIN go on record that in regards to the loan that the PNB has voted on which specifically puts the KPFK building in danger as collateral, as of 01/20/18 I have not seen ANY paperwork or details of said loan. NOTHING.

Personally I have many concerns about such a move as our building not only houses the most financially stable unit but it is also the home of the archives and both entities are essential in raising money for the network. Not to mention the critical programming we provide our communities.

I am sad that the network has been run so poorly over the last decade and that it has gotten to this, but I will do my best to keep the building and to raise as much money as I can. Where we will end up in 6 months is anyone’s guess. I pray that things change here. Too many people depend on us to bring them the truth and it would be a shame if that was all lost over decisions made by our current governing body.

UPCOMING PROJECTS: Preparing for our Winter Fundrive which starts Tuesday February 6th, working on the Heroes of Hope Concert and Brunch event with Maggie LePique honoring Ed Asner, Dolores Huerta

and JP Dejoria [I encourage ALL board members to help promote this event and purchase tickets as well], and I will be helping with the transition of Anyel Fields as our new General Manager. It has been both an honor and privilege to serve KPFK and Pacifica this past year and I look forward to a continued relationship with the station and network thru my fundraising efforts. I have several ideas on how we can bring in funds outside of the typical fundrive and hope to be able to work on those moving forward into 2018.

And finally...the "happiness report"...while the massive debt of the network and the fear of losing our building looms over us, I am happy to report that the atmosphere here is still one of optimism and hope. While there is great concern that has been expressed to me from staff about the loan, the staff is still working very hard to take one day a time.

And as this will be my last LSB Report I would like to thank those board members who have supported me this past year and for those of you who believed in me...thank you! It has been one of the highlights of my life working as General Manager of this station that I love so very much. I have learned a lot and I have grown in so many ways. Plus we actually got a lot of amazing things done this year! I wish Anyel Fields the very best in this position and will be here in the transition over the next few months catching him up on all that has happened and all things KPFK related.

KPFK BUDGET AND FINANCE STATUS – (BARRY BROOKS)

KPFK's current Operating Administration account balance is \$133,727, as of January 18, 2018. We expect an additional deposit of approximately \$19,500 from the December 2017 fund drive residuals and online donations. We are scheduled to have a fund drive on February 6, 2018 ending on March 8, 2018. The December 2017 fund drive raised approximately \$334,619 and we came pretty close to the initial expectation of \$350,000. Way to go and congratulations to KPFK's staff and volunteers! KPFK's payables and premiums are current and being paid in a timely manner.

The fall and winter fundraising of this year and the fund drives associated with record donations, should prove to be good months for Listener support revenue, media sponsorships, pod cast programs, cell phone app donations and online support revenue. From the October 2017 fund drive, KPFK raised funds for disaster relief in Puerto Rico, \$27,293.50, Caribbean hurricane relief; \$7,472.50 and the Mexico earthquake relief, \$5,340.

We have streamlined some of our vendor list to go with vendors that provide services at a reduced rate. KPFK's web design and marketing services has been switch to Mail Chimp from Constant Contact. The employees of Pacifica Foundation are surprised of the news that Pacifica National Board has secured a bridge loan to be offered to ESRT in the amount \$2,000,000 to pay off the summary judgment against WBAI. Pacifica Foundation and its affiliates for the transmitter signal rent on top of the Empire State Building. There will be a second loan to handle the remaining ESRT contract and employee Pension obligations. We do not know at this time of the plans of repayment of the bridge loan and the second loan.

The KPFK building in Studio City, CA has been put up for collateral on the bridge loan. The Pacifica Foundation management team have put together some stop gap measures to avert a work stoppage of KPFK by advancing two payrolls to their employees through January 31, 2018. Pacifica Foundation has also paid the Health Benefits for KPFK's employees through February 28, 2018. We are now in full operational mode for the FY2016 audit with documents currently being reviewed.

KPFK has presented the FY2018 Budget to the Local Station Board and Finance Committee and is awaiting approval from the Pacifica National Board by early next week. In the FY2018 budget, KPFK has allocated \$43,000 in capital improvements of the station building and an additional \$10,000 for the hiring of a Pension Plan attorney. KPFK continues to upgrade its servers and computers through the IT department and by the help desk ticket system.

The new Great Plains and FRX upgrade for the new version has been put in play and the IT consultant is in

the process of assigning training for the employees of KPFK and other affiliates during February 2018. Possible completion date, March 2018. As of this date, KPFK should be well positioned in meeting its financial obligations. Including its Health Benefits for its employees, payroll funding, PRA, fund drive premiums, National Office Central Services and other Accounts payable obligations.

TERRY GUY – MEMBERSHIP DIRECTOR

All past premiums have been ordered and are being processed. On the December Drive, we have collected \$255,552 of the \$364,160 pledged, making for a 70.1% payup rate to date. 18 people flocked to our website to pledge during the MLK day broadcast, for a total of \$2,105.

OPERATIONS – (CHIEF ENGINEER STUART LANDAU)

The engineering department has had few problems in the last month. There have been two periods when audio has been lost in the studio facility, which resulted in the station effectively being off the air, except for those listening on the Internet. Steps have been taken to make sure that this doesn't happen again.

A low power FM station, licensed in San Diego by the FCC, is now sharing 93.7 MHz with our translator. I have received one solid report that a KPFK listener is now unable to hear our station because of the new station. I hope to receive more reports from listeners in the San Diego area, so that I can complain to the FCC about the newly operating station, interfering with our local San Diego signal.

PROGRAMMING: ALAN MINSKY – INTERIM PROGRAM DIRECTOR

KPFK's programming featured some of our Holiday stalwarts in the final weeks of 2017 (Julio M and John C's Xmas Theater specials, Marlana's cartoon music show, etc,) alongside a smattering of pilot installments and fill-in shows. Since the New Year, it's been much the same as a number of weekly shows have been more absent than present; finally, in the third week of the year, we've returned to something approximating our standard schedule.

Of course, a highlight of recent special programming was the 12 hour Martin Luther King Day marathon of speeches on the 15th, as for the first time in KPFK we played the Archive's entire catalog of King speeches. It was great day of programming that included a two hour musical celebration of Dr King, hosted by Maya Jupiter - as well as a few segments that addressed the relevance of Dr King for these troubled Trumpian times, hosted by Lila Garrett, Jerry Quickly, and Ian Masters,

As reported in previous months, the iPD is in the process of reviewing KPFK's programming. He is still going through the process of meeting with all of KPFK's English Language talk shows. The plan is to provide a comprehensive report on our programming - and, as things have turned out, it should be ready just about the time the new GM begins. After which a plan will be made available to the Local Station Board, which will outline short term and long term goals for our programming; also, anticipate some programming changes at that time, which should be in the days and weeks after the February fund drive (so early March).

We are still rotating some shows in-and-out of hiatus breaks. Currently Jon Wiener's Trumpwatch is on a break (while Jon completes a book project), as is Uncle Ruthie's Halfway Down the Stairs. This allowed The Bradcast and Informed Rant (aka Truthdig Radio) to return to on-air time slots. After the February Drive Jon and Ruthie will return and two other shows will go on break - though, this rotation system will end with the next set of significant programming changes (which, as mentioned above, could happen sooner-rather-than-later).

As for notable upcoming programming - we will be broadcasting Trump's first State of the Union speech on the evening of January 30. Ian Masters will handle the lead-in to the speech, which is schedule for 6pm PST (but usually begins a little later), the news team from our sister station in Washington DC, WPFW, will report on the activism in the nation's capital across that day/evening, and Mitch Jeserich will anchor Pacifica' post-speech coverage and analysis.

KPFK's Winter Fund Drive begins one week later on Tuesday, February 6th.

WEBSITE/SOCIAL MEDIA – (ALI LEXA)

KPFK Launched a new Station website on January 8th, while the site could still be considered “under construction” it brings many needed updates and features to our listeners and online audience.

- The new site is fully responsive, which means it detects the device and size of the screen a user is using and serves them an appropriately sized and configured version of the site.
- Easier navigation
- Real time and active program schedule, now playing modules and listings
- Real time and active events calendar and scheduling
- Fully integrated with our Social Networking channels, and share links
- The new server, hosting and support will save the station over \$2,000 a year in website expenses

Online income - Current statistics – Website income for the last 30 Days \$14,195
This includes pledges for gifts, cash pledges, mobile pledges and recurring pledges.

Total Social Media Audience: 41, 920
Engagement (clicks, likes, etc): 27, 400
Active Audience (comments, shares, etc): 17, 100

The Pacifica/KPFK app. has been restored and updated! It's now available for Android, iPhone and iPad for free on the iTunes and Goggle Play Stores. We've had several thousand installs.

We are continuing to explore ways to develop and improve our off-air fund raising.
We continue to bring in a growing amount of income via web pledging, online tickets sales and offering some exclusive gifts between Fund Drives
KPFK / Pacifica's new Text to Pledge system continues to achieve positive results.

OUTREACH, FUNDRAISING, DEVELOPMENT – MAGGIE LEPIQUE

KPFK Presents Heroes of Hope Concert & Brunch Celebration

KPFK is proud to celebrate three champions of social justice at **KPFK's HEROES OF HOPE CONCERT & BRUNCH** honoring **Ed Asner, Dolores Huerta, and John Paul DeJoria** on **Sunday February 4, 2018** at the **Catalina Jazz Club** in Hollywood.

Tickets are available now starting at \$50 P/P by visiting <http://www.kpfk.org>

This special event will pay tribute to our HEROES OF HOPE as well as raise awareness and funding needed for the sustainability of the KPFK and Pacifica networks—leaders in providing outlets for communities near and far, and catalysts in addressing social and political tensions through broadcast media.

CAP UCLA Shows Jan-Feb 2018

All Diamond Level Partnerships for Platinum Level \$750

Poor Dog Group KPFK Radio spots (20) 12/31 – 1/13

Murray Hidary

KPFK Radio spots (20) 12/31 – 1/13

Alarm Will Sound

KPFK radio spots (20) – 1/14 - 1/27

Ann Carlson

KPFK radio spots (20) 1/21 - 2/3

U- C- L- A's Center for the Art of Performance, presents LA's own Poor Dog Group, January 11-13 at the Little Theater, UCLA. Their new work, *Group Therapy*, based on 16 hours of uncensored transcripts of the company's actual group therapy sessions, results in a humorous and poignant work of live art. For tickets and more information, go to kpfk.org or cap.ucla.edu. KPFK is a proud Media Sponsor of UCLA's Center for the Art of Performance 17-18 season.

Murray Hidary copy:

U- C- L- A's Center for the Art of Performance, presents composer and pianist Murray Hidary's *MindTravel*, on Saturday January 13 at The Theatre at Ace Hotel. Inspired by Eastern spiritual traditions and theoretical physics, his provocative, improvisational, real-time compositions with the piano and art projections, leave audiences in a state of harmony and clarity. For tickets and more information, go to kpfk.org or cap.ucla.edu.

KPFK is a proud Media Sponsor of UCLA's Center for the Art of Performance 17-18 season.

Alarm Will Sound copy:

U- C- L- A's Center for the Art of Performance, presents *Alarm Will Sound*, Saturday January 27 at Royce Hall. Their piece, *1969*, is based on a supposed meeting between the avant-garde

U- C- L- A's Center for the Art of Performance, presents Ann Carlson's *Doggie Hamlet* on February 3 & February 4 at 4pm at Will Rogers State Historic Park. This full-length outdoor performance weaves theatrical elements with competitive sheep herding trials to create a 3-D pastoral poem. Performed by six humans, three herding dogs, and a flock of sheep, *Doggie Hamlet* examines themes of instinct, attachment and loss. For tickets and more information, go to kpfk.org or cap.ucla.edu.

KPFK is a proud Media Sponsor of UCLA's Center for the Art of Performance 17-18 season.

Redcat : Diamond Partnership \$1,000 Jan 11th-21st 2018

The Pacific Standard Time Festival: Live Art LA/LA is an international celebration of art and performance throughout greater Los Angeles, with more than 200 Latin American and Latino artists and performers creating adventurous events at more than 25 indoor and outdoor locations.

Jazz Bakery: Diamond Level (Silver Partnership price)

1. Twins - Alex + Nels Cline: 50 years of Making Music Together

Saturday, January 13 8:00pm

Moss Theater (New Roads School at The Herb Alpert Educational Village)

NEA "Concerts and Conversations"

2. Pianist Monty Alexander

Sunday, January 14 7:30pm

Moss Theater (New Roads School at The Herb Alpert Educational Village)

3. Diane Schuur -vocals + piano / feat. saxophonist Ernie Watts (promo needs to be recorded)

Saturday, January 20

8:00pm Moss Theater (New Roads School at The Herb Alpert Educational Village)

Beckman Auditorium @ Cal Tech

Adonis Puentes and The Voice of Cuba Orchestra Perform at Caltech

Adonis Puentes and The Voice of Cuba Orchestra will perform on Saturday, January 20, 2018 at 8 p.m. in Caltech's Beckman Auditorium.

(Platinum Partnership) \$750

Organized by REDCAT with a consortium of organizations and independent artists, the festival connects artists from more than a dozen countries with neighborhoods city-wide, through vital performances in parks, plazas, galleries, theaters and busy urban settings.

The festival begins January 11th, with an opening night party at The Mayan featuring Mexico City's outrageous **Astrid Hadid**, and runs through January 21.

For more information please visit redcat.org or kpfk.org - KPFK is a proud Media Sponsor!

Appendix C– Details of Changes to the Bylaws

Note that the first three changes were voted on at the KPFK LSB Meeting of December 3, 2017 and the vote is tallied in the minutes of that meeting and omitted from the minutes of this meeting.

Proposed Bylaw Revision: Remove the red text, add the green text.

Article Three, Members of the Foundation, Section 8: Voting: Voting by Written Ballot

To ensure the opportunity for all Members to participate in the voting process, all voting shall be by **electronic or** written ballot distributed by **email or regular** mail, or otherwise made available, by the Foundation, or the Local Station Board with which the Members are affiliated, as appropriate, to each of the Members entitled to vote.

A. ELIGIBILITY TO VOTE

All Members in good-standing on the record date as determined under Section 10 of this Article of these Bylaws shall be entitled to vote by written ballot as to any matter that properly comes before the Members for a vote.

B. DISTRIBUTION OF BALLOTS

The Foundation shall make reasonable efforts to distribute, or otherwise make available, one written ballot to each Member entitled to vote on the matter. Where the Members are required to vote in classes, there shall be a ballot for Listener-**Sponsor** Members and a separate ballot for Staff Members. In the case of election of Delegates, there shall also be separate sets of ballots for the Members affiliated with each Foundation radio station. The ballots shall be **emailed or** mailed, or notice of the posting of the ballot on the Foundation's website shall be delivered, to Members at their postal address or electronic mailing address of record. All solicitations of votes by written ballot shall: (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for the election of Delegates, the percentage of approvals necessary to pass the measure or measures; (3) specify the time by which the ballot must be received in order to be counted; (4) include instructions for where to return the completed ballot; and (5) provide a reasonable time in which to return the ballot to the Foundation. With the exception of ballots related to the election of Delegates, each ballot so distributed shall also: (6) set forth the proposed action; and (7) give the Members an opportunity to specify their approval or disapproval of each proposal. Ballots relating to the election of Delegates shall also: (8) set forth the names of the candidates; and (9) give the Member an opportunity to select his/her choice(s) or rank his/her choices. The Foundation may, in its discretion, provide a secure means of voting by electronic means via the internet, provided however that Members shall still have the option of returning written ballots by mail. Any such internet voting shall have a coded system to identify Members and to prevent Members from casting more than one vote electronically or from voting by both mail and by internet.

Grace Aaron Jan
Goodman Akio
Tanaka Mansoor
Sabagh Ken Laufer
Alex Steinberg
Bill Crosier
Robert Mark
T. M. Scruggs

- **In the below Bylaw the text in red should be deleted and the text in green 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.

Grace Aaron Jan
Goodman Akio
Tanaka Mansoor
Sabagh Ken Laufer
Alex Steinberg
Bill Crosier
Robert Mark
T. M. Scruggs

The text in this section of the Bylaws that is in **red** should be deleted. The text in **green** should be added. Text in **blue** has been changed from the original.

• **Article Four, Delegates, Section 2: Eligibility; Nomination of Delegates**

A. ELIGIBILITY

Any Listener **-Sponsor** Member in good standing, except radio station management personnel or Foundation management personnel or staff members, may nominate her/his self or be nominated for the position of Listener **-Sponsor** Delegate for the Foundation radio station with which s/he is affiliated **by another member in good standing of that radio station the signatures of fifteen (15) Listener-Sponsor Members in good standing who are also affiliated with that radio station**, provided, however, that no person who holds any elected or appointed public **office position, even if only advisory**, at any level of government, federal, state, or local, or is a candidate for such office shall be eligible for election to the position of Delegate. A Delegate shall be deemed to have resigned the position of Delegate if s/he becomes a candidate for public office or accepts a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies.

Any Staff Member in good standing may **nominate her/himself** or be nominated for the position of Staff Delegate for the Foundation radio station with which s/he is affiliated **by another Staff Member in good standing of that radio station** provided, however, that no person who holds any elected or appointed public **office position, even if only advisory**, at any level of government, federal, state, or local, or is a candidate for such office shall be eligible for election to the position of Delegate. A Delegate shall be deemed to have resigned the position of Delegate if s/he becomes a candidate for public office or accepts a political appointment, **even if only advisory**, during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies.

B. NOMINATION PROCEDURES

Each Member seeking to be a nominee shall submit: (1) **his/her self nomination** or the signature of **one** other required **number of nominating signature s** on the form provided by the local elections supervisor; (2) a statement of whether the candidate is running for election as a Listener **-Sponsor** Delegate or a Staff Delegate; (3) a written statement of up to 500 words in length by the candidate introducing himself/herself and his/her interest in, or qualifications for, serving as a Delegate, which statement shall be distributed, or otherwise made available, to the Members entitled to vote along with the written ballot; and (4) a statement acknowledging that s/he has read and understood the "Fair Campaign Provisions" set forth in Section 6 of this Article of the Bylaws. The names of up to five (5) of the candidate's nominators may be listed at the end of a candidate's statement. Each candidate also may, but is not required to, for informational purposes indicate his/her gender and racial or ethnic heritage.

The reasons for changing the number of Signatures:

1) Reducing the number of signatures from 15 to 1 greatly decreases the amount of work the local elections supervisor has to do, thus reducing election costs. At times here at KPFK we have had 60 or more candidates. Multiply that by 15 signatures per candidate. It is very time consuming to verify each signer's membership status. It also adds complexity to the process, such as what does the LES do if a signature isn't legible? Sometimes people sign thinking they are members when, actually, their membership has lapsed. Then the candidate may fall under the required 15 signatures and this causes upset and requires even more time for the LES to resolve.

2) Next, requiring 15 signatures has the intention of ensuring that the candidate is qualified. However, it may discourage potential candidates who don't know other members but still care about their station and are avid listeners, thus depriving the local boards of potentially competent, caring members. As those with 'faction' affiliations have better access to the required 15 signatures, this requirement also supports the continued factionalization of our boards by discouraging people who are not part of one faction or another. It also discourages people from varying geographic areas and of diverse interests, ethnicities, races, etc. who may not be easily able to acquire the needed signatures.

Grace Aaron Jan
Goodman Akio
Tanaka Mansoor
Sabagh Ken Laufer
Alex Steinberg
Bill Crosier
Robert Mark
T. M. Scruggs

2017 Proposed Pacifica Bylaws Amendment

Reduce the size of LSBs / Number of Delegates to 16 (from 24, a reduction of 1/3)

Summary of Amendment:

This amendment would reduce the size of the LSBs by 1/3, while keeping the proportions of staff vs listener representatives the same, by electing 6 listener reps and 2 staff reps in each delegate election (instead of 9 listeners and 3 staff in each election). Current Delegates/LSB members would continue in their terms as this amendment only changes the number who are *elected*.

Note: This will allow the number of Delegates, and therefore the number of LSB members, to decrease over the next two Delegate elections.

Actual amendment text:

a. Change Article Four, Section 3 (Election of Delegates) from:

"All elections for Delegates shall be by written ballot, provided, however, that the elections supervisor shall also have the option of providing a secure electronic means of voting via the internet. Members shall only have the right to vote for Delegates for the Foundation radio station with which the Member is affiliated. Members shall vote in classes: Listener-Sponsor Members shall elect 18 Delegates for each radio station and Staff Members shall elect 6 Delegates for each radio station, for a total of twenty-four (24) Delegates for each Foundation radio station. Elections of Delegates shall be staggered over a 3-year period with elections for 3 Staff Delegates and 9 Listener-Sponsor Delegates held in the first year, elections for 3 Staff Delegates and 9 Listener-Sponsor Delegates held in the second year and no elections in the third year. The ballots shall be counted by the Single Transferable Voting method. All ballots related to the election, and the removal, of any and all Delegates shall be filed with the Foundation Secretary and maintained with the corporate records for a period of three (3) years."

to the following (deleted language in brackets [] and strikethrough-text, added language in bold italics): "All elections for Delegates shall be by written ballot, provided, however, that the elections supervisor shall also have the option of providing a secure electronic means of voting via the Internet. Members shall only have the right to vote for Delegates for the Foundation radio station with which the Member is affiliated.

Members shall vote in classes: Listener-Sponsor Members shall elect [~~18~~] **12** Delegates for each radio station and Staff Members shall elect [~~6~~] **4** Delegates for each radio station [~~for a total of twenty four (24) Delegates for each Foundation radio station~~]. Elections of Delegates shall be staggered over a 3-year period with elections for [~~3~~] **2** Staff Delegates and [~~9~~] **6** Listener-Sponsor Delegates held in the first year, elections for [~~3~~] **2** Staff Delegates and [~~9~~] **6** Listener-Sponsor Delegates held in the second year. The ballots shall be counted by the Single Transferable Voting method. All ballots related to the election, and the removal, of any and all Delegates shall be filed with the Foundation Secretary and maintained with the corporate records for a period of three (3) years.

and:

b. Change Article Seven, Section 2 (Composition of the Local Station Boards), paragraph 1, from:

"Each LSB shall consist of the 24 Delegates elected by the Members for that radio station -18 Listener-Sponsor Delegates and 6 Staff Delegates. (Four of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as set provided in Section 3 of Article 5 of the Bylaws.)"

to the following (deleted language in brackets [] and strikethrough-text, added language in bold italics):

"Each LSB shall consist of the [~~24~~] **16** Delegates elected by the Members for that radio station [~~including 18 Listener-Sponsor Delegates and 6 Staff Delegates~~]. (~~Four~~) **Some** of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as provided in Section 3 of Article 5 of the Bylaws.)"

The revised language would then read:

Article Four, Section 3 (Election of Delegates)

"All elections for Delegates shall be by written ballot, provided, however, that the elections supervisor shall also have the option of providing a secure electronic means of voting via the Internet. Members shall only have the right to vote for Delegates for the Foundation radio station with which the Member is affiliated.

Members shall vote in classes: Listener-Sponsor Members shall elect 12 Delegates for each radio station and Staff Members shall elect 4 Delegates for each radio station. Elections of Delegates shall be staggered over a 3- year period with elections for 2 Staff Delegates and 6 Listener-Sponsor Delegates held in the first year, elections for 2 Staff Delegates and 6 Listener-Sponsor Delegates held in the second year. The ballots shall be counted by the Single Transferable Voting method. All ballots related to the election, and the removal, of any and all Delegates shall be filed with the Foundation Secretary and maintained with the corporate records for a period of three (3) years.

and:

Article Seven, Section 2 (Composition of the Local Station Boards), paragraph 1

"Each LSB shall consist of the Delegates elected by the Members for that radio station. (Some of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as provided in Section 3 of Article 5 of the Bylaws.)"

Grace Aaron Jan
Goodman Akio
Tanaka Mansoor
Sabagh Ken
Laufer
Alex Steinberg
Bill Crosier
Robert Mark
T. M. Scruggs

Proposed Bylaws Amendment – Local Station Boards and Delegates – size and handling of vacancies

Justification: This bylaws amendment allows Local Station Boards to be composed of a variable number of members to facilitate smaller boards via natural attrition and to ensure local station board members earn election to local station boards by gaining sufficient support from the station's members in an election, and thus are representatives who the membership want. This amendment also removes some redundant language regarding how many Delegates/LSB members are to be elected.

Amendment – Part A:

Original Text:

Article Four, Delegates, Section 10: Filling of Vacancies

If a Delegate position becomes vacant mid-term, that Delegate shall be replaced for the remainder of his/her term by the highest ranked candidate from the last election of Delegates for that Class of Members for that station who was not elected and who is available and continues to meet the Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws. In the event that no eligible and available candidate from the last election is found, then the Delegates for that radio station shall appoint a Member of the appropriate class to serve as Delegate and fill the seat for the remainder of the term.

Revised Text:

Article Four, Delegates, Section 10: Filling of Vacancies

If a Delegate position becomes vacant mid-term, that Delegate position shall remain vacant until the next membership election unless the vacancy causes the total number of Delegates for that station to fall below a minimum of 3/4 of the number of Delegates elected in accordance with Article Four, Section 3. If the vacancy causes the Delegates to fall below that minimum number, then the Delegates for that radio station shall appoint a Member of the appropriate class to serve as Delegate and to fill the seat for the remainder of the term.

Amendment – Part B:

Original Text:

Article Seven, Local Station Boards, Section 2: Composition of Local Station Boards

Each LSB shall consist of the 24 Delegates elected by the Members for that radio station - 18 Listener-Sponsor Delegates and 6 Staff Delegates. (Four of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as set provided in Section 3 of Article 5 of the Bylaws.)

In addition, an "associate station," if any, as that term is defined in Section 8 of this Article, may appoint one representative to the LSB of the radio station with which it is associated. Associate station representatives shall be voting members of the LSB; provided, however, that no associate station representative shall have the right to vote for the election or removal of any Foundation Director or Delegate nor may s/he be eligible for election by the Delegates to the office of Director. No LSB shall have more than a total of three (3) associate station representatives (and no more than one (1) from any one associate station) at any given time. The term of office of an associate station representative shall be three years, with a maximum of two consecutive three-year terms of service on an LSB.

The station's General Manager shall serve as a non-voting member of the station's LSB.

Revised Text:

Article Seven, Local Station Boards, Section 2: Composition of Local Station Boards

Each LSB shall consist of the Delegates elected by the Members for that radio station. (Some of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as set provided in Section 3 of Article 5 of the Bylaws.)

In addition, an "associate station," if any, as that term is defined in Section 8 of this Article, may appoint one representative to the LSB of the radio station with which it is associated. Associate station representatives shall be voting members of the LSB; provided, however, that no associate station representative shall have the right to vote for the election or removal of any Foundation Director or Delegate nor may s/he be eligible for election by the Delegates to the office of Director. No LSB shall have more than a total of three (3) associate station representatives (and no more than one (1) from any one associate station) at any given time. The term of office of an associate station representative shall be three years, with a maximum of two consecutive three-year terms of service on an LSB.

The station's General Manager shall serve as a non-voting member of the station's LSB.

Grace Aaron Jan
Goodman Akio
Tanaka Mansoor
Sabagh Ken Laufer
Alex Steinberg
Bill Crosier
Robert Mark T.
M. Scruggs

Article Four, Delegates, Section 10: Filling of Vacancies

Current text:

If a Delegate position becomes vacant mid-term, that Delegate shall be replaced for the remainder of his/her term by the highest ranked candidate from the last election of Delegates for that Class of Members for that station who was not elected [and who is available] and continues to meet the Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws.

In the event that no eligible and available candidate from the last election is found, then the Delegates for that radio station shall appoint a Member of the appropriate class to serve as Delegate and fill the seat for the remainder of the term.

Revised text:

If a Delegate position becomes vacant mid-term, that Delegate shall be replaced for the remainder of his/her term by the highest ranked available candidate from the last election of Delegates for that Class of Members for that station who was not elected, **has demonstrated voter support by gaining at least one third of the votes required to elect a delegate** and continues to meet the Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws.

In the event that there are no eligible and available candidates from the last election then the Delegates for that radio station shall appoint a Member of the appropriate class to serve as Delegate and fill the seat for the remainder of the term.

Comment: Eliminate the seating of write-ins unless they meet the minimum number of votes.

Grace Aaron
Jan Goodman
Akio Tanaka
Mansoor Sabbagh
Ken Laufer
Alex Steinberg
Bill Crosier
Robert Mark
T. M. Scruggs

2017 Proposed Pacifica Bylaws Amendment Reduce the size of the PNB to 17 (from 22):

Summary of Amendment:

This amendment would reduce the size of the PNB, to help make the telephone meetings more manageable and to reduce the cost of both telephone and in-person meetings. (The cost of each is proportional to the number of participants.) Each station's Delegate assembly would elect 3 (rather than 4) Directors to the PNB, with one of them continuing to be a staff member. The PNB would continue to elect the two affiliate Directors, so that the majority faction on the PNB could not elect the only affiliate Director. This would give $5 \times 3 + 2 = 17$ Directors.

At-large Directors (of which there are none) would be removed from the Bylaws.

Actual amendment text:

Change Article Five, Section 1, subsection C (Number on PNB) from:

"There shall be a minimum of twenty-two (22) and a maximum for twenty-three (23) Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect four (4) Directors: three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate – for a total of twenty (20) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws. If the Board, by resolution, fixes the number of Directors at 23, then one additional Director shall be nominated and elected as an "At-large" Director as set forth in Section 5 of this Article of the Bylaws."

to the following (deleted language in brackets [] and strikethrough text, added language in bold italics):

"~~[There shall be a minimum of twenty two (22) and a maximum for twenty three (23) Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein.]~~ The Board shall have equal representation from each of the Foundation's five radio stations. ***Starting with the 2018 Director elections,*** ~~[the Delegates from the five Foundation radio stations shall each elect~~ ~~[four (4)]~~ ***three*** Directors: ~~[three (3)]~~ ***two (2)*** of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate – for a total of ~~[twenty (20)]~~ ***fifteen*** "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws."

and: Change Article Five, Section 3B (Election) from:

"The Delegates for each radio station shall meet annually in early January to elect four Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect three Listener-Sponsor Directors using the Single Transferable Voting method, and shall elect one Staff Director using the Instant Runoff Voting method, to represent that radio station on the Board. The Staff Director must be a Staff Delegate. The Listener-Sponsor Directors must be Listener-Sponsor Delegates."

to the following (deleted language in brackets [] and strikethrough text, added language in bold italics):

"The Delegates for each radio station shall meet annually in early January to elect ~~[four]~~ ***three*** Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect ~~[three]~~ ***two*** Listener-Sponsor Directors using the Single Transferable Voting method, and shall elect one

Staff Director using the Instant Runoff Voting method, to represent that radio station on the Board. The Staff Director must be a Staff Delegate. The Listener-Sponsor Directors must be Listener-Sponsor Delegates."

and: Remove Article Five, Section 5 (Nomination and Election of At Large Directors):

~~[SECTION 5. NOMINATION AND ELECTION OF AT-LARGE DIRECTOR~~

~~A. NOMINATION~~

~~In the event that the Board resolves that there shall be twenty three (23) Foundation Directors (the maximum number of Directors permitted under these bylaws) then there shall be one "At Large" Director elected each year. Candidates for election as an "At Large" Director shall be nominated by majority vote of the Delegates from a minimum of three radio stations, with the Delegates from each station voting separately by station area. Nominations shall close on February 15th each year and shall be submitted in writing by that date to the Foundation Secretary together the nominee's resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Directors all materials submitted supporting each nominee not later than March 1st~~

~~B. ELECTION~~

~~As the second order of business at the Board meeting in March each year in which an At large director is to be elected, the Directors present and voting (excluding any then current Affiliate Representative or At Large Directors from the vote) shall elect one (1) At Large Director from the nominees submitted by the Delegates, using the Instant Runoff Voting method. The At Large Director shall serve for a one year term which shall commence immediately upon his/her election.]~~

The revised language would then read:

Article Five, Section 1, subsection C (Number on PNB):

"The Board shall have equal representation from each of the Foundation's five radio stations. Starting with the 2018 Director elections, the Delegates from the five Foundation radio stations shall each elect three Directors: two (2) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate – for a total of fifteen "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws."

Article Five, Section 3B (Election):

""The Delegates for each radio station shall meet annually in early January to elect three Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect two Listener-Sponsor Directors using the Single Transferable Voting method, and shall elect one Staff Director using the Instant Runoff Voting method, to represent that radio station on the Board. The Staff Director must be a Staff Delegate. The Listener-Sponsor Directors must be Listener-Sponsor Delegates."

(and Article Five, Section 5 (Nomination and Election of At Large Directors) would be removed)

Grace Aaron Jan
Goodman Akio
Tanaka Mansoor
Sabagh Ken
Laufer
Alex Steinberg
Bill Crosier

Proposed Bylaws Amendment – Reduce size of PNB

Robert Mark
T. M. Scruggs

- **The phrase in green text below should be added to this Bylaw. Red text should be deleted.**

Article Five, Board of Directors of the Foundation, Section 1: Board of Directors - Eligibility, Number, Powers and Duties

A. DIRECTORS DEFINED

Directors are those natural persons who have been elected to and are serving on the Foundation's Board of Directors ("Board").

B. ELIGIBILITY

Any Delegate who is currently serving as a Delegate and has served at least one (1) year as a Delegate is eligible for election to the office of Director by the Delegates for his/her radio station area subject to Section 3 of this Article of the Bylaws. Any natural person who is not currently serving as a Delegate for any radio station area is eligible for nomination and election as an "affiliate" director or an "at large" director, subject to Section 4 or 5 of this Article of the Bylaws. Notwithstanding the foregoing, no person who holds any elected or appointed public **position, office even if only advisory** at any level of government -- federal, state, or local -- or is a candidate for such office, shall be eligible for election to the position of Director. A Director shall be deemed to have resigned the position of Director if s/he becomes a candidate for public office or accepts a political appointment during his or her term as a Director. This restriction shall not apply to civil service employment by governmental agencies.

Grace Aaron Jan
Goodman Akio
Tanaka Mansoor
Sabagh Ken Laufer
Alex Steinberg
Bill Crosier
Robert Mark
T. M. Scruggs

Board of Directors

Article 5 Section 2 Term (Change from FIVE to FOUR year term.)

Current text:

The term of a Director shall be one (1) year. A Director may serve no more than five consecutive one-year terms. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's fifth consecutive one-year term.

Revised text:

The term of a Director shall be one (1) year. A Director may serve no more than FOUR consecutive one year terms. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's FOURTH consecutive one-year term.

Grace Aaron Jan
Goodman Akio
Tanaka Mansoor
Sabagh Ken Laufer
Alex Steinberg
Bill Crosier
Robert Mark T.
M. Scruggs

Purpose: The size of committees are too large (15+). This amendment would reduce the size of the PNB committees to one Director and one Delegate from each station..

Article Eight, Other Committees of the Board of Directors, Section 2: Composition of Board Committees

Current text:

Except as otherwise provided in these Bylaws, all committees shall include at least one Director from each Foundation radio station and two Delegates, who are not then serving as Directors, from each radio station, provided, however, that the inclusion of Delegates on a committee shall not be required where the Board by a majority vote determines that the privileged, sensitive or confidential nature of the matters to be addressed by said committee preclude the inclusion of Delegates as committee members in order for said committee to effectively and efficiently perform its duties. The Board may designate one or more Directors as alternate members of any committee. Director committee members shall be selected by a majority vote of the Board using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the Board shall use the single transferable method of voting to select committee members. Delegate committee members shall be elected by their respective LSBs using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the LSBs shall use the single transferable method of voting to select committee members.

Revised text:

Except as otherwise provided in these Bylaws, all committees shall include one Director from each Foundation radio station and one Delegates, who are not then serving as Directors, from each radio station, provided, however, that the inclusion of Delegates on a committee shall not be required where the Board by a majority vote determines that the privileged, sensitive or confidential nature of the matters to be addressed by said committee preclude the inclusion of Delegates as committee members in order for said committee to effectively and efficiently perform its duties. The Board may designate one Directors as alternate members of any committee. Director committee members shall be selected by a majority vote of the Board using the Instant Runoff Voting method.

Director committee members shall continue to serve until the next election of members by the board or the end of their term as director whichever comes first.

Delegate committee member shall be elected by their respective LSBs using the Instant Runoff Voting method.

Delegate committee members shall continue to serve until the election of members by their respective LSBs or the end of their term as delegate whichever comes first.

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

Current text:

In addition to the LSBs for each of the Foundation's radio stations, the Board of Directors shall also have the following standing committees: (A) a Coordinating Committee, which shall coordinate Board activities between meetings, which committee shall include as members all Foundation officers and at least one Director from each radio station area,

Revised text:

In addition to the LSBs for each of the Foundation's radio stations, the Board of Directors shall also have the following standing committees: (A) a Coordinating Committee, which shall coordinate Board activities between meetings, which committee shall include as members all Foundation officers and one Director from each radio station area,

Grace Aaron

Jan Goodman Akio
Tanaka Mansoor
Sabagh Ken Laufer
Alex Steinberg
Bill Crosier
Robert Mark
T. M. Scruggs

Purpose: Most groups have audit committees that are 3-5 members. By definition, it deals with privileged information so it should be limited to directors.

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

Current text

(D) an Audit Committee, which shall oversee the annual audit of the Foundation's books and shall not include Finance committee members.

Revised text

(D) an Audit Committee, which shall oversee the annual audit of the Foundation's books. The audit committee shall include as members one director from each radio station area who is not a member of the Finance committee.

Grace Aaron Jan
Goodman Akio
Tanaka Mansoor
Sabagh Ken Laufer
Alex Steinberg
Bill Crosier
Robert Mark T.
M. Scruggs



3729 Cahuenga Blvd. West - N. Hollywood, CA 91604
Main phone: (818) 985-2711 - Fax: (818) 763-7526 - Studio phone: (818) 985-5735

Following proposals are miscellaneous minor clarification to the bylaws:

----- Article

3 Section 1 Listener Sponsor Members Remove section on joint membership

The term 'listener sponsor' should be changed to just 'listener' throughout the Bylaws.

Article 3 Section 8 Terms of Office and Term Limits

Comment: State that delegate terms begin December 1. If election not certified by December then term begins on date of certification of election.

----- Article

3 Section 9 Removal of Delegates

Remove all references to at-large director if not going to be used.

Comment: State clearly that Delegate resigns by directly informing board secretary. The resignation is effective as of the time secretary is informed and is final. The next available alternate shall be seated at the next meeting.

Article 5 Section 3 Nomination and Election of Directors

C. Seating

All newly elected Station Representative Directors shall be seated at the Meeting of the Board of Directors held in late January each year, when their terms shall commence.

Added text:

Directors should not continue to serve in absence of election.

----- Article

5 Section 5 and Section 6 should be deleted.

----- Article

5 Section 8 Vacancies

Comment: Eliminate reference to at-large directors.

----- Article

7 Section 5 Election of Officers

Added text:

LSB officers should continue in event of delay in officer elections.

Grace Aaron Jan

Goodman Akio Tanaka

Mansoor Sabagh Ken

Laufer

Alex Steinberg

Bill Crosier Robert

Mark T. M. Scruggs