

A special meeting of the KPFK Delegates duly elected by the membership under the authority of the Amended Bylaws for the Pacifica Foundation was held on Wednesday, February 18, 2004 at 7:30pm in the Burns Building Student Lounge at Loyola Law School, 1441 West Olympic Blvd., Los Angeles, California. The meeting was convened by Foundation interim Directors Lydia Brazon and Dave Fertig. This being the first meeting of the Delegates, no minutes were read or approved.

Twenty-two Delegates Present constituting a quorum: Grace Aaron, David Adelson, Sara Amir, Maria Armoudian, Marie Deary, Jim DiEugenio, Israel Feuer, Bill Gallegos, Sherna Gluck, Jan Goodman, Terry Goodman, Jane Hallaren, Sonali Kolhatkar (late), Alan Minsky, Ed Pearl, Margaret Prescod, Julie Rodriguez, Madeline Schwab, Fernando Velazquez, Donna Warren, Harrison Weil, Don White.

Two Delegates Absent: Nile ElWardani, Leslie Radford

Conveners: Lydia Brazon and Dave Fertig, iPNB Members

Also Present: Pacifica Chief Financial Officer Lonnie Hicks, KPFK Local Elections Supervisor Casey Peters, approximately 70 members of the public. Among those attending were individuals occasionally associated with independent media, including Steven Starr, Myla Reson, and Carl Gunther. Security was contracted for the event.

Meeting Guidelines were emailed to the Delegates in advance of the meeting (APPENDIX A), and a revised Agenda was distributed at the start of the event (APPENDIX B). Each Delegate was provided an information packet (APPENDIX C). Convener Lydia Brazon **called the meeting** at 7:36 pm. [18feb04lsb1.mp3, 00:54]

The meeting was recorded by Jack VanAken and an audio version is currently online at

<http://www.dogsofnow.net/lb/18feb04lsb/18feb04lsb.html>.

Bracketed numbers in these minutes refer to section starts in the elapsed timings of six MP3 format audio files, named by date and sequentially numbered.

After an introduction by Dave Fertig, Pacifica Chief Financial Officer Lonnie Hicks congratulated the Delegates and provided his contact information: linnie@ix.netcom.com, (510) 849-2281 x207. [02:08]

Dave Fertig introduced Casey Peters and each Delegate. [04:45]

Point of order by Weil [09:00]

The new Agenda incorrectly identifies the Delegates Meeting as of the Local Station Board.

Not well taken. The agenda was as directed by the Executive Director and iPNB Chair.

Point of order by Weil

The meeting is proceeding without the body's approval of the revised agenda.

Well taken.

Motion on the Agenda by Adelson [11:48]

Resolved: That the agenda shall be modified so that the nominations will precede public comment, the time for nominee statements will be five minutes each, and there will be five minutes for questions to the nominees.

Motion later withdrawn for consolidated substitute.

Substitute Motion on the Agenda by J. Goodman [12:23]

Resolved: That the agenda shall be modified so that the election of Directors shall take place at a time certain of 9:10 pm, and all times allocated to items on the agenda before the elections shall be adjusted accordingly.

Motion later withdrawn for consolidated substitute.

There was a general discussion attempting to combine the motions.
[13:50]

Motion by Feuer [16:50]

Resolved: That the election of Directors shall be postponed to 12/19, 12/20, or 12/21.

Out of order. The available dates were restricted by the Settlement Court's approval of a timeline.

Motion by Adelson [14:36]

Resolved: That the agenda shall be modified so that the election of Directors shall take place at a time certain of 9:20 pm, there shall be one 15 minute session of public comment after the close of nominations, there shall be another 15 minute session of public comment before the vote, and the remaining time shall be divided equally among the candidates, with half of each candidate's time allocated to receiving and answering questions from Delegates.

Motion passed by a show of hands

10 Yes, 6 No, 5 Abstain

Point of order by Weil

The Agenda has not been approved.

Well taken.

Motion by Weil [20:00]

Resolved: That the election of Directors shall be postponed to 12/19.

Motion failed by a show of hands.

Yes 3, No 14, Abstain 1

Previous question by T. Goodman [18feb04lsb2.mp3, 2:56]

Motion to close debate succeeded by a show of hands.

Yes 15, No 5

Nominations were opened for Listener and Staff Representative Director. [4:59] Nominations were closed at 8:06 pm and claimed to be re-opened later, but there were no changes in the interim. [9:55]

Public comments were heard. [11:05]

An abstract of the public comments has been prepared by the Secretary Pro-Tem and is attached as APPENDEX E for general reference. Inclusion of this report is no representation from this body or the speakers mentioned as to its accuracy or completeness, nor is it an endorsement of any content therein. Public comment was interrupted for an explanation of the balloting procedure and the announcement of candidates for Foundation Director. [18:05]

Margaret Prescod and Sonali Kolhatkar were **nominated** for the one Staff Representative seat. Jim DiEugenio, Leslie Radford, Don White, Bill Gallegos, David Adelson, Julie Rodriguez, and Donna Warren were **nominated** for the three Listener Representative seats.

Kolhatkar and Radford not being present to accept nomination, Convener Lydia Brazon announced that nominations would not be accepted in absentia. [18feb04lsb3.mp3, 1:18]

Appeal by T. Goodman [2:11]

Well taken. Representation was received from Weil that Leslie Radford had accepted nomination. Dave Fertig asked if there were any objections to the acceptance of nominations in absentia and there were none.

Public comments were resumed [11:13]

The Candidates each gave a two-minute speech. Delegate Kolhatkar arrived in time to speak, but Delegate Radford did not.

Casey Peters briefly explained ranking candidates in Instant Runoff Voting and Single Transferable Voting. Written ballots were marked by Delegates and collected by tellers. [18feb04lsb5.mp3, 9:53]

While ballots were tabulated by Casey Peters in the rear of the hall in the presence of multiple witnesses, the Meeting was opened to public comments, but there were none. [16:30]

Motion by Pearl [16:10]

Resolved: That a Chair Pro_tem shall be selected by this body to appoint a recording secretary and conduct the remainder of the meeting.

Motion adopted by unanimous consent.

Point of order by Feuer [19:02]

We need to have notes of this meeting.

Not well taken. The meeting is being tape recorded.

Motion by J. Goodman

Resolved: That the election of Chair Pro-Tem shall be by Instant Runoff Voting so that a ranking is established, and the highest ranked candidate who has not been elected as a Director shall be elected Chair Pro Tem.

Motion failed for lack of a second.

Don White **nominated** Sara Amir to be Chair Pro-Tem. Dave Adelson **nominated** Maria Armoudian, who declined. Jim DiEugenio **nominated** Bill Gallegos, who also declined.

Motion by White

Resolved: That Sara Amir shall be elected Chair Pro-Tem.

Motion passed

Yes 17, No 0, Abstain 4

Motion by Adelson [18feb04lsb6, 1:29]

Resolved: That the KPFK Delegates thank Lydia and Dave for organizing this meeting.

Motion failed for lack of a second, having been interrupted by much applause in support.

Margaret Prescod was **recognized** for a general comment. [2:02] She noted that charges had been made during the election that could not be substantiated and appealed to all Delegates to set their slate allegiances aside, to work together and to pull together, and to work for the good of Pacifica. She added that it was important that the work of the board be transparent, and that it be monitored by the listeners.

Sara Amir **presided** over the remainder of the meeting. [4:38]

Motion by Gluck [5:00]

Resolved: That Terry Goodman shall be elected Secretary Pro-Tem.

Motion passed by a show of hands.

Yes 20, No 1

Motion by White [6:16]

Resolved: That the first meeting of the KPFK LSB shall be on the afternoon of Sunday, February 29th at a time and place to be determined (preferably at 2 pm), and that proper notice on the air and on the KPFK website be given, including an announcement that the LSB officer positions of secretary and of treasurer are open to any member in this station area.

Motion passed

Yes 18, No 0

Motion by Weil [8:48]

Resolved: That there shall be a process by which listeners may make suggestions for LSB Agenda items.

Motion failed for lack of a second.

Motion by J. Goodman [9:53]

Resolved: That the election for permanent Secretary and Treasurer be deferred at the first LSB Meeting, so as to give additional time in which to solicit applications from listener candidates.

Out of order. A prior motion was before the body.

Motion by Adelson [16:00]

Resolved: That an item shall be added to the agenda of the first LSB meeting during which Members may discuss their priorities, the purpose being to most fairly and efficiently sequence and schedule the consideration of resolutions and proposals by the Local Station Board in future meetings.

Motion failed for lack of a second (interrupted by election results)

The results of the Director elections were **announced** by Casey Peters.

Elected were Sonali Kolhatkar, Julie Chavez Rodriguez, Donna Warren, and Dave Adelson [16:56]

Details of the ballot tabulation are attached as APPENDIX D.

The Chair Pro-Tem requested agenda items be sent to her via email: saraamir@earthlink.net. Harrison Weil requested giving priority to the creation of an Outreach Committee. T. Goodman requested priority be given to the creation of other committees as well, before consideration of other resolutions or proposals.

The meeting was **adjourned** by the Chair Pro-Tem at approximately 9:30 pm.

Respectfully submitted,
Terry L. Goodman
Secretary Pro-Tem, KPFK Delegates Assembly
[These minutes were approved on 4/13/04]

APPENDIX A - Meeting Guidelines

Date: Mon, 16 Feb 2004 17:06:24 -0500
Subject: KPFK LSB Meeting Guidelines
From: Dan Coughlin <danc@igc.org>
To: KPFK LSB Delegates

Dear KPFK Local Station Board Members,

Congratulations on your recent election to your Local Station Board. And many thanks for participating in this historic elections process. Some 100,000 active Pacifica listener members received ballots this past month, choosing from some 317 candidates running for 120 seats. This was indeed a remarkable achievement.

Now, the challenge ahead is to take this process to the next stage and to build media democracy in action.

As you may know, the first meeting of your Local Station Board is slated for Wednesday, February 18th, from 7:30-9:30 PM, at the Burns Building Student Lounge, Loyola Law School, 1441 West Olympic Blvd., Los Angeles. Parking is \$3 and you can enter at So. Albany St. Some street parking available. For more information please call: 213-999-1037. If necessary, the meeting will continue on Thursday evening at the Peace Center.

Lydia Brazon and Dave Fertig will convene the meeting.

It is important that you attend this first meeting. The meetings of the Local Station Boards are open to the public and we encourage you to do everything you can to publicize the meeting.

The meetings in all five listening areas will all have the same initial agendas. In order to properly establish these new Local Station Boards, it is important that the agenda as laid out below is followed. Before laying out the agenda, a word of explanation is in order.

According to the new bylaws of the Pacifica Foundation, you have been elected as delegates, as well as members of the Local Station Board. The LSBs are actually standing committees of the national board, but because we are in a transition the new national board does not yet exist. Therefore, and following legal advice, your first responsibility is as a delegate empowered to elect the people who will represent your LSB on the new national board. This means that when you are convened this week you will first meet as delegates in order to elect the directors (the people who will serve on the national board). When that task is completed the meeting will be adjourned, but everyone will stay exactly where they are so the first meeting of the LSB can be immediately called to order and the business of the LSB can be taken up.

Here's how it will go:

- 1) The meeting of the newly elected delegates convened.
- 2) Introductions.
- 3) Election of Directors. The four people who will represent your LSB on the Pacifica National Board. (Three of these will be from the listener-sponsor delegates and one from the staff delegates.)
- 4) Meeting adjourned. Everyone stays in their seats; no one leaves the table.
- 5) Meeting of the Local Station Board convened.
- 6) Election of a chair pro tem. (That is, someone from the newly seated LSB will be elected to serve as a temporary chair of the LSB for the purpose of conducting the rest of the business of this first meeting, and if necessary the next meeting of the LSB.)
- 7) When the chair pro tem is elected the convener of the meeting steps down.
- 8) Election of LSB officers: chair, vice-chair, secretary and treasurer.

Please note: depending on how long the election of the directors for the national board takes it may, or may not, be possible to conduct any other business. If a new permanent chair is not elected, the

person elected as the pro tem chair will continue in that role until the next meeting of the LSB when the process of electing the officers will be completed.

Once the election of the directors for the national board and the election of the LSB officers are completed the next order of business should be the establishment of the Committee of Inclusion as explained in the bylaws. These committees will be critically important in carrying out Pacifica's commitment to diversity at all levels of the station and the Foundation. Other committees will need to be established, and the LSB will have to set its meeting schedule.

At this first meeting you will receive a packet of information, including the new bylaws of the Pacifica Foundation. The duties and responsibilities of the LSBs, the various committees that need to be set up, and many other critically important items are laid out in detail in the bylaws. You will need to be familiar with the bylaws to fully carry out your responsibilities. For all full copy of the bylaws, see <http://www.pacifica.org>

At the beginning of your meeting you will be given a card to fill in with your contact information. You must complete this card and give it back to the person convening your meeting. These completed cards will be sent to the Pacifica National Office, where we must have a complete and accurate record of who is serving on each of the LSBs as well as on the new national board.

The National Office is also asking that each LSB select one member to act as a Local Station Board liaison with the National Staff, i.e., your chair or secretary. By doing this the national staff can be sure that the needs of each local board are met without duplication of effort. The national staff welcomes your participation as Pacifica moves into this new, historic process of building a democratic governance structure.

Finally, on behalf of the out-going interim Pacifica National Board and staff and management of the entire Pacifica Radio network, we want to again congratulate you on your election and welcome you to this new challenge. We wish you all the best.

Peace and solidarity,

Leslie Cagan, Chair, iPNB

Dan Coughlin, ED

APPENDIX B - Revised Agenda

FIRST CONVENING OF ELECTED KPDK LOCAL STATION BOARD FEBRUARY 18, 2004

CONVENERS: INTERIM PACIFICA NATIONAL BOARD MEMBERS
LYDIA BRAZON & DAVID FERTIG

1. INTRODUCTIONS:

Lonnie Hicks, Chief Financial Officer, Pacifica Foundation
Casey Peters, KPDK Elections Coordinator

THE NEWLY ELECTED STATION BOARD:

Listener Delegates for terms expiring December 2006:

Donna Warren Jan Goodman Sherna Berger Gluck
Don White Sara Amir Marie Deary
David Adelson Ed Pearl Julie Chavez
Rodriguez

Staff Delegates for terms expiring December 2006:

Alan Minsky Sonali Kolhatkar Madeline Schwab

Listener Delegates for terms expiring December 2004:

Terry L. Goodman Jane Hallaren Bill Gallegos
Israel Feuer Harrison Weil Jim DiEugenio
Grace Aaron Nile ElWardani Leslie Radford

Staff Delegates for terms expiring December 2004:

Margaret Prescod Fernando Velasquez Maria Armoudian

2. PUBLIC COMMENT fifteen minutes total (One minute per speaker)

3. NOMINATIONS TO PACIFICA NATIONAL BOARD

(note: those elected to Pacifica Board seats are ineligible to
serve as officers of the Station Board)

a. Receive Board Nominations in writing and acknowledged,
non-candidates stricken from ballot

b. Hear Nominee Statements (Two minutes each)

4. WRITTEN BALLOT ELECTION OF LISTENER DELEGATES (STV) & STAFF DELEGATES (IRV)

- a. Casey Peters coordinates tabulation of Ballots
- b. Public Comment Session of Fifteen minutes, One minute per speaker
- c. Announcement of Elected Station Representatives to the Pacifica Board of Directors

5. SELECTION BY THE LSB OF A CHAIR PRO TEM (Chair appoints acting Recording Secretary)

6. LSB ELECTS OFFICERS BY WRITTEN BALLOT:
CHAIR, VICE CHAIR, RECORDING SECRETARY, TREASURER

7. SET DATE OF NEXT KPFK LOCAL STATION BOARD MEETING

8. ADJOURN

APPENDIX C - Contents of Information Packet

- 1. Agenda (APPENDIX B)
- 2. Congratulations
 - a) Meeting Guidelines (APPENDIX A)
 - b) Local Station Board Member Job Description
 - c) Duties and Responsibilities of Pacifica Foundation Local Station Boards (excerpt from Bylaws)
 - d) Pacifica LSB Contact Information request
- 3. Amended Bylaws for the Pacifica Foundation, 2/10/2004
- 4. Ballot for Election of Listener Directors
- 5. Ballot for Election of Staff Director
- 6. Ballot for Election of Chair Pro-Tem
- 7. Ballot for Local Station Board CHAIR
- 8. KPFK Election Process Comments by Casey Peters
Distributed by Ed Pearl:
- 9. Parliamentary Procedure at a Glance

APPENDIX D – Teller’s Report and Declaration of Chair

Staff nominees:

Sonali Kolhatkar 13 votes ELECTED;
Margaret Prescod 9 votes

Listener Sponsor nominees:

Dave Adelson = DA; Jim DiEugenio = JD; Bill Gallegos = BG; Jan
Goodman = JG; Jane Hallaren = JH; Leslie Radford = LR; Julie Chavez
Rodriguez = JR; Donna Warren = DWa; Don White = DWh

BALLOTS WITH RANKING

#1 #2 #3 #4 #5 #6 #7 #8 #9

01 DA JR JG Dwh BG JH JD LR
02 JR BG JD,LR JH DA DWa DWh
03 DWa JR DWh JG DA JH BG JD LR
04 JG DA DWa JR Dwh JH
05 DA JH JR DWa JG DWh LR
06 JR DWh DWa BG DA JG
07 JR JH BG JD LR DA
08 DWa DWh JR DA JG JH BG JD LR
09 JH JD JR BG
10 DA DWa DWh JR JG BG JH JD
11 JR BG DA
12 DWa JR DWh DA BG JH JG JD LR
13 JR BG DA JH LR JG DWh JD
14 BG DA JR
15 JR DWh DWa DA JG JH BG JD LR
16 JR DWa DWh JG DA JD JH LR
17 LR JD BG JR JH DA DWa Dwh JG
18 DWa JR DWh
19 DWa JR DWh JG DA JH JD BG LR
20 DWa JR DWh DA JG BG JH JD LR
21 DWa JR DWh DA JG JH BG LR
22 JR BG DA

Election threshold for 22 votes cast, with 3 seats to be filled:
6 votes

RESULTS:

1st round:

Julie Chavez Rodriguez 8 votes ELECTED,
ballots transferred with 0.25 vote each;
Donna Warren 7 votes ELECTED,
ballots transferred with 0.14 vote each.

2nd through 4th rounds:

DiEugenio, Goodman, Radford and Hallaren, eliminated,
ballots transferred;

5th round:

White eliminated,
1.86 votes transferred and 0.14 exhausted,
David Adelson ELECTED with 5.2 votes,
over Bill Gallegos with 4.64 votes.

06 JR DWh DWa BG DA JG

07 JR JH BG JD LR DA
08 DWa DWh JR DA JG JH BG JD LR
09 JH JD JR BG
10 DA DWa DWh JR JG BG JH JD
11 JR BG DA
12 DWa JR DWh DA BG JH JG JD LR
13 JR BG DA JH LR JG DWh JD
14 BG DA JR
15 JR DWh DWa DA JG JH BG JD LR
16 JR DWa DWh JG DA JD JH LR
17 LR JD BG JR JH DA DWa Dwh JG
18 DWa JR DWh
19 DWa JR DWh JG DA JH JD BG LR
20 DWa JR DWh DA JG BG JH JD LR
21 DWa JR DWh DA JG JH BG LR
22 JR BG DA

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votes.

APPENDIX E - Abstract of Public Comments

FIRST PUBLIC COMMENT PERIOD [18feb04lsb2.mp3, 11:05]

Dean Francois [12:59]

"This meeting reminds me of how the campaign went." Francois complained about sloppy handling of public comment periods in this meeting and asserted that there should be public comment before every vote, in compliance with the requirements of the Brown Act. He additionally complained that a venue was chosen with an exit time that required

rushing the agenda.

Lawrence Reyes [14:40]

"Are you going to be transparent?" Reyes claimed that there had been a policy-setting vote with 5 abstentions that did not obtain a required two-thirds majority. He additionally asked each Director candidate to indicate if he or she would vote on the PNB as directed to by the LSB.

John Wegner [15:58]

"Will you work to strengthen centralization or strengthen decentralization, or leave it alone, and why?" Wegner claimed that the bylaws consolidate power in the PNB.

Michael Pimental [17:00]

"You're inheriting an organization that is widely suspected to be filled with corruption and graft." Pimental recommended electing at least one Director familiar with the current situation, and suggested that a primary attribute of candidates should be their problem-solving skill.

CONTINUATION OF FIRST PUBLIC COMMENT PERIOD [18feb04lsb3.mp3, 11:13]

Rafael Renteria [11:51]

"Ms. Radford sought repeatedly to get an absentee ballot." Renteria confirmed Weil's representation that Radford accepted nomination and asserted that absentee ballots should have been allowed to Radford and ElWardani, who requested them.

Margot Eisner [12:55]

"We need to follow rules." Eisner pointed out that email forums may be considered meetings under the Brown Act if a quorum is present, and claimed that there had been violations. She additionally claimed that a Director candidate was announced on the air and that she doesn't trust this candidate to follow rules or have proper priorities.

Unknown Listener [14:20]

"That is a salute that you all recognize. It shouldn't be here." The listener was offended by what looked to him like Nazi saluting during votes by show of hands and asked that all votes be conducted by voice with each Delegate first identifying himself or herself by name.

Matt Copeland [15:38]

"I'd like to hear from the candidates who are running for the Pacifica Board what part they would like to see played in terms of expanding the range in this hollow land of Clear Channel and right-wing media and Bob Edwards' cheerful

NPR kind of stuff." Copeland suggested trying to get Pacifica programs syndicated on NPR stations and looking into starting a magazine.

Faramarz Nabavi [18feb04lsb4.mp3, 0:00]

"Two years ago I was nominated by another body of another organization in absentia for a position that I did not want

and I wound up getting it and I've been stuck with it for two years..." Nabavi presented an amusing tale of how he had

been pressured to accept a position with the local Green Party by the conspiracy of an election held in his absence, thus

cautioning the LSB to make sure that absent nominees really want to run. He additionally claimed that 501(c)3

organizations are exempt from the Brown Act requirement of public comment before each vote.

Lawrence Reyes [1:19]

"You should start off on the right foot." Reyes identified the vote he had earlier complained about as the motion to

close debate. RONR p. 275.

Bernie Eisenberg [2:07]

"The idea is that listeners comment when there's something to be commented upon." Eisenberg wants public comment

periods scheduled after candidates have spoken or after a motion has been made, rather than before.