

November 11, 2008

Draft Minutes

A meeting of the KPFK Delegates was held on Tuesday, November 11, 2008 at the Palms-Westminster Presbyterian Church, 2908 Robertson Pl., Los Angeles, CA 90034. Rico Ross chaired, Sue Cohen served as Secretary Pro Tem.

Twenty-one delegates were present, reaching quorum: Grace Aaron, Dave Adelson, Jonathan Alexander, Yolanda Anguiano (arrived late), Chris Condon, Israel Feuer, Sherna Gluck, Jan Goodman, Ian Johnston, Rufina Juarez, Tracey Larkin, Ali Lexa, Shawn Casey O'Brien, Reza Pour, Leslie Radford, Summer Reese (arrived late), Ricco Ross, Jack Van Aken, Steve Weatherwax, Yosh Yamanaka, and Lamont Yeakey (arrived late).

Also present: General Manager Sean Heitkemper, Secretary Pro Tem Sue Cohen, and listeners from the community.

Absent and excused: Margaret Prescod, Gabrielle Woods, Donna Warren.

Authority and Notice: An LSB meeting for this date was scheduled by the LSB at the February 9, 2008 regular meeting. A preliminary notice was posted on the KPFK website on February 23, 2008 and updated on February 27, 2008.

I. CALL TO ORDER, WELCOME & ACKNOWLEDGEMENTS, CALL OF THE ROLL, MOTION FOR EXCUSED ABSENCES, REVIEW AND APPROVAL OF THE AGENDA, APPROVAL OF MINUTES

The Delegates meeting was **called to order** at about 7:05 pm.

Roll was called.

There was a **motion** to excuse the absences of the following members: Margaret Prescod, Gabrielle Woods, and Donna Warren.

Motion passed without objection.

The proposed agenda was distributed.

It was **moved** to strike III, no objection, **passed**.

Moved to allocate 30 minutes for this meeting, **passed** without objection.

IV. Consideration of By-Laws Amendments.

PBA1. Proposed amendment to Article Seventeen, Section 1(B) of the Pacifica Bylaws:

[This amendment would permit Directors to propose Bylaws amendments at any time in a given year, without thereby imposing a restriction (in the form of a 2/3 vote requirement) on newly elected or returning Directors who may be seated in January of the subsequent year.]

ARTICLE SEVENTEEN

AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

SECTION 1. AMENDMENT OF BYLAWS

B. VOTING AND APPROVAL

(1) Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of one ballot per [STRIKE OUT: "12-month period" INSERT: "calendar year"] related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is 60 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the "Notice Date"). On the Notice Date, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement twice a day for a period of 60 days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 15 days of the Board and Delegates meetings to vote on these amendments.

[The above amendment has been endorsed by Directors: (1) Carolyn Birden, (2) Mike Martin, (3) Efia Nwangaza (4) Rob Robinson, (5) Jamie Ross, (6) Wendy Schroell, (7) Bonnie Simmons, (8) Jack VanAken, (9) Joe Wanzala, (10) Yosh Yamanaka]

PBA1 was read and explained by Yosh Yamanaka. Proposed amendments must be approved this month to go into effect. In response to a point of information it was revealed that the KPFA Delegates approved PBA1 and PBA4, rejected PBA2 and PBA3, and that voting on PBA5 was moot.

There was discussion of the proposed amendment and 6 minutes of public comment.

Roll call vote:

Yes: Aaron, Adelson, Alexander, Condon, Feuer, Gluck, Goodman, Lexa, O'Brien, Reese, Van Aken, Weatherwax, Yamanaka

No: Johnston, Juarez, Larkin, Pour, Radford

Abstain: Anguiano, Ross

13, 5, 2 **passes**

PBA2. Proposed amendment to Article Six, Sections 3 & 4 of the Pacifica Bylaws:

[In addition to in-person meetings and special meetings, this amendment will create a third category called "monthly" meetings. It enables the elimination of the restriction which prohibits the holding of board meetings by telephone, video conferencing, or other communications equipment unless it is a special meeting. The prohibition against holding the first three in-person meetings by telephone or video equipment is maintained.]

ARTICLE SIX
MEETINGS OF THE BOARD OF DIRECTORS
SECTION 3. TELEPHONIC MEETINGS

The Board may hold [INSERT: "monthly or"] special meetings, [STRIKE OUT: "but not regular meetings,"] by telephone conference, video screen communication or other communications equipment, provided, however, that [STRIKE OUT: "telephone" INSERT: "telephonic or videographic"] appearance at meetings scheduled as "in-person" meetings is not permitted [INSERT: "except when the 4th in-person is held pursuant to Article Six, Section 1 as amended in November, 2008"]. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

- A. Each Director participating in the meeting can communicate concurrently with all other Directors.
- B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.
- C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

SECTION 4. NOTICE

Notice of every [STRIKE OUT: "regular" INSERT: "monthly or in-person"] meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be sent to each Director by first class mail, facsimile or email, according to the preference each Director specifies in writing to the Foundation's Secretary, at least [STRIKE OUT: "thirty (30)" INSERT: "twenty-one (21)"] days before any such meeting. Special meetings shall require only seven (7) days advance notice, but shall also require telephonic notice by leaving a message at the telephone number given to the Foundation's Secretary for such notice by each Director, and shall specify the purpose of the meeting. No additional business not stated in the notice shall be conducted at a special meeting. Notice of all meetings shall be placed on the Foundation's website and announced a minimum of 3 times daily on air for five consecutive days on all Foundation radio stations, beginning, whenever reasonably possible, no later than ten days before the date of said meeting.

Notice of a meeting hereunder will be deemed waived by a Director who affirmatively agrees to attend a meeting or to waive this advance notice requirement, signs a waiver of notice or a written consent to hold the meeting, or who attends the meeting without protesting prior to the meeting or upon commencement of the meeting to the lack of notice to that Director.

[The above amendment to sections 3 and 4 have been endorsed by Directors: (1) Grace Aaron, (2) Mike Martin, (3) Efia Nwangaza, (4) Rob Robinson, (5) Jamie Ross, (6) Joe Wanzala, (7) Yosh Yamanaka.]

There was discussion of the proposed amendment and 3 minutes of public comment.

Roll call vote:

Yes: Aaron, Goodman, Yamanaka, Yeakey

No: Adelson, Anguiano, Gluck, Johnston, Juarez, Larkin, Pour, Radford, Van Aken, Weatherwax

Abstain: Alexander, Condon, Feuer, Lexa, O'Brien, Reese, Ross

4, 10, 7 **fails**

PBA3. Proposed amendment to Article Six, Section 1 of the Pacifica Bylaws:

[The proposed amendment would permit the Pacifica National Board to eliminate one of the four in-person meetings presently required under the Bylaws, but only if 2/3rds of the Directors agree that elimination of the 4th in-person meeting is necessitated by “financial or other emergency conditions.”]

ARTICLE SIX

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1 - TIME AND PLACE OF MEETINGS

The "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other time and place as agreed to by a majority vote of the Board of Directors. [STRKE OUT: “The Board shall also regularly meet in March, June and September of each year.” INSERT: “The Board shall also meet in person no fewer than three other times each year, unless by a two-thirds vote, the Board determines that financial or other emergency conditions require canceling one of the other three meetings. In the event that such an in-person meeting is cancelled, the Board shall arrange for a telephonic and/or electronic meeting that includes provisions for public comment during the meeting by broadly accessible means.”] [STRIKE OUT: “The four regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the radio same station area until a meeting has been held in all other station areas.” INSERT: “In-person board meetings shall rotate among the five Foundation radio station signal areas except when the board determines by a two-thirds vote that financial or other emergency conditions require a modification in the rotation order. Each signal area shall host an in-person board meeting at least once during any 24-month period but no more than once in any 12-month period.”]

[The above amendment has been recommended by a majority vote of all the Delegates at KPFK and KPFA.]

There was discussion of the proposed amendment and 10 minutes of public comment.

Roll call vote:

Yes: Aaron, Adelson, Alexander, Condon, Goodman, Lexa, O'Brien, Reese, Yamanaka, Yeakey

No: Anguiano, Feuer, Gluck, Johnston, Juarez, Larkin, Pour, Radford, Van Aken

Abstain: Ross Weatherwax

10, 9, 2 **fails** [13 affirmative votes required]

PBA4. Proposed amendment to Article Five, Sections 4(A) and 4(B) of the Pacifica Bylaws:

[This amendment would change the Affiliate Directors election timeline to facilitate election of Affiliate Directors (by the Pacifica National Board) prior to the close of Director terms in January. The advantage provided is that new Affiliate Directors would be seated concurrently with other new and returning Directors in January of each year, and have the same opportunities to vote in PNB Officer elections, and elections to standing committees. Also, the election would most likely take place by email or postal mail balloting.]

Article Five

Board of Directors of the Foundation

Section 4: Nomination and Election of Affiliate Representative Directors

A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for the two Affiliate Director positions on the Board. Nominations shall close on [~~STRIKE OUT: "February"~~ INSERT: "November"] 15th each year and shall be submitted in writing to the Foundation Secretary [INSERT "for forwarding to the board"]. Every affiliate station or association of affiliate stations submitting nominee(s) shall include with said nomination(s) a written explanation of its procedure for selecting the nominee(s). Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidate(s) or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than [~~STRIKE OUT: "March"~~ INSERT: "December"] 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of affiliate stations.

B. ELECTION

As the first order of business, [INSERT: “and given 30 days advance notice,”] at STRIKE OUT: “the” INSERT: “a”] Board meeting in [STRIKE OUT: “March” INSERT: “December”] each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) [INSERT: “shall establish a protocol for balloting and”] shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. Affiliate Directors shall serve for a one-year term which shall commence [STRIKE OUT: “immediately upon their election” INSERT: “with their seating at the regular January Board meeting”].

[The above amendment has been endorsed by Directors: (1) Nia Bediako, (2) Efia Nwangaza, (3) Sarv Randhawa (4) Rob Robinson, (5) James Ross, (6) Jack VanAken.]

There was discussion of the proposed amendment and 2 minutes of public comment.

Roll call vote:

Yes: Aaron, Adelson, Alexander, Anguiano, Condon, Feuer, Gluck, Goodman, Juarez, Larkin, Lexa, O’Brien, Reese, Van Aken, Weatherwax, Yamanaka, Yeakey

No: Johnston

Abstain: Pour, Radford, Ross

17, 1, 3 **passes**

PBA5. Proposed amendment to the Pacifica Bylaws:

This proposed amendment was **not considered**. The proposal to allow regular PNB meetings to be held via teleconference was incorporated into PBA1 and the adoption of PBA5 could undo the additional changes approved in PBA1.

The Delegates meeting was **adjourned** at approximately 8:30 pm.

Sue Cohen

Secretary Pro-Tem

(Reconstructed by Terry Goodman in 2016)