

Pacifica Foundation
Agenda - KPFT LSB Regular Meeting/Assembly of Delegates
Zoom Teleconference
July 10, 2024, 7:00 pm

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|--|---------------------------------|----------|
| 1. Call to Order: 7:00pm | LSB Chair: Sean Kelly McPherson | |
| 2. Roll Call/ Quorum. (<i>Requests for Excused Absences</i>) | LSB Secretary: Robert Lee | (5 min.) |

Adjourn to Assembly of Delegates to:

- (1) Ratify e-mail election of Anita Long as Listener Representative Delegate,***
(2) Vote on Proposed Bylaw Amendment regarding Process for Filling of Delegate Vacancies,
(3) Fill PNB Director Vacancy caused by the death of Richard Uzzell,
(4) Start the process to fill the Delegate/LSB vacancy caused by his death

**** Start Time Certain for Delegates Assembly: no later than 7:30 pm***

- Ratify election of Anita Long as KPFT Listener Representative Delegate (and LSB member) (5 min)
- Discussion and vote on proposed Bylaws amendment (See Appendix A) (30 min.)
- Fill PNB Listener Representative Director Vacancy: (10 min.)
 - Nominations for each candidate (must be Listener representatives who have served at least 1 year on the LSB)
 - Motion to authorize tellers to conduct the balloting by email (See Appendix B)
- Start process to fill Delegate/LSB vacancy caused by death of Richard Uzzell (See App. C) (10 min.)
- (If the business for the Assembly of Delegates is not completed by 8pm, it may be interrupted for Public Comment at that time, then continue if needed after Public Comment)

Adjourn Assembly of Delegates and Reconvene LSB Meeting

8:00 Public Comment.	(30 min.)
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| 3. Agenda Approval. (<i>after Agenda is approved, requires a 2/3rd Vote to Change</i>) | | (5 min.) |
| 4. Minutes Approval. (<i>for June 12, 2024 meeting</i>) | | (10 min.) |
| 5. Staff Recognition | | (5 min.) |
| 6. IGM Report | | (15 min.) |
| 7. PNB Rep. Report | | (15 min.) |
| 8. KPFT LSB Committee Reports | | (5 min. each) |
| A. Development and Outreach | | |
| B. Governance | | |
| C. Management Selection & Review (MSRC) | | |
| D. Finance | | |
| 9. Unfinished Business | | (10 min.) |
| 10. New Business | | (10 min.) |
| 11. Confirm Next Meeting Date (Confirm Aug. 14, 2024) | | |
| 12. Adjourn | | |

Certain by 10:00 pm or earlier

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Appendix A - An Amendment to:

Pacifica Bylaws, Article Four, Delegates, Section 10: Filling of Vacancies

(posted publicly at https://pacificafoundation.org/documents/bylaws_2024/bylaws_2024_4_10_screenshot.pdf)

The amendment would **change Article Four, Delegates, Section 10: Filling of Vacancies**

FROM:

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.

TO:

Proposed 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 a candidate elected by secret ballot of a majority of the remaining Delegates. The Delegates may, but are not obligated to, consider candidates from the last election of Delegates for that Class of Members for that station who were not elected and who are available and continue to meet the Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws. The election should be held at the next LSB meeting, provided that Delegates are given at least 5 days' written notice of the names of candidates standing for election. If a third or more of the Delegates seats are vacated, the LSB shall post a call for nominees both on-air and on the station website, for a period of at least 14 days before closing nominations 5 days in advance of the next LSB meeting.

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Appendix B – Motion to fill Director Vacancy from KPFT on PNB

WHEREAS, Article Five, Section 8 of The Pacifica Bylaws authorizes the local Delegates to immediately elect a Delegate of the appropriate membership class to complete the term of a local Station Representative Director vacancy which occurs for any reason,

RESOLVED, that the election of a KPFT Delegate to complete the 1-year term of Director Richard Uzzell on the 2024 Pacifica National Board shall be conducted via electronic mail, with Terry L. Goodman serving as Chair of Tellers and Sara Roos serving as Secondary Ballot Recipient and Teller.

FURTHER RESOLVED, that all currently serving KPFT Delegates are authorized to vote and will be sent voting instructions and ballots via email by one of the tellers on or after July 10, 2024, and that the polls shall close on Saturday, July 13, 2024 at 11:59 pm Central Daylight Time.

The Chair of Tellers will distribute preliminary tally results to all voters soon after the tellers agree on those results, and the winner of the election shall immediately be seated on the PNB unless there is a tie.

If for some reason Terry Goodman or Sara Roos are unwilling or unable to conduct these elections, the Chair is authorized to designate other neutral persons to do so. If quorum is not met by the close of polls, the Chair of Tellers is authorized to re-open the polls and declare a new deadline.

Election ties are to be resolved and the final results declared by the person presiding at the next meeting of the Delegates after the preliminary tally distribution. The final results should be ratified by a vote of the Delegates.

To facilitate these elections, after the adoption of this motion, the Secretary or Secretary Pro Tem shall send to both tellers the roster of current KPFT Delegates with email addresses, the names of the nominated candidates and the offices to which they have been nominated (Staff Director or Listener Sponsor Director), and the exact text of this motion as finally adopted.

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Appendix C
Motion Regarding Filling Current Delegate Vacancy for KPFT

WHEREAS, the KPFT LSB established a procedure at its meeting on May 8, 2024, regarding filling of a Delegate vacancy, and

WHEREAS, Pacifica Bylaws Article Four, Delegates, Section 10, Filling Vacancies provides: 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.

WHEREAS, a Delegate in the Listener Member Class has resigned from the KPFT Board mid term and that there no eligible and available candidate from the Listener Member Class in last election is available;

WHEREAS, the KPFT LSB adopted the policy that election should be held to be fill that vacancy providing the opportunity for every Delegate to offer one nomination of a candidate for the position and that nominees will be sent to appropriate tellers to conduct the balloting.

THEREFORE, this process will include:

1. Announcements on air, on the KPFT web site, and through emails to KPFT members that the nominations will be conducted by the KPFT Delegates at its next meeting, and that members wishing to be considered should send a statement about their candidacy to lsb@kpft.org no later than midnight CDT on the Friday before that meeting;
2. The announcements shall make it clear that this is to fill a current vacancy, plus possibly future vacancies that might occur this year, and that this is separate from the ongoing regular LSB elections in which KPFT members may vote;
3. The Secretary will promptly forward all candidate statements to the entire LSB for their consideration so that each Delegate may select from among these submissions to put forward at most one candidate per Delegate and so inform the Secretary (or the entire LSB) no later than the Monday before that meeting;
4. The Secretary will notify those candidates who have been selected, by one or more Delegates to nominate, that they are nominated and invite the nominees to make a statement at the following LSB/Delegates meeting (with zoom link provided);
5. The Secretary will provide time in the draft agenda for that following LSB meeting for the nominees to make statements (2 minutes each) and for there to be questions and answers among the LSB members (one round of 1 minute questions for each LSB member for all the candidates and 1 minute response for each candidate to each question) and a final statement from each candidate (1 minute).
6. Ballots will then be conveyed by the Secretary to the tellers engaged to conduct this election.