

**PACIFICA FOUNDATION RADIO**  
**PACIFICA NATIONAL BOARD SPECIAL MEETING**  
From Various Locations via Telephone Conference  
**DRAFT AGENDA - Open Session**  
**Thursday, January 8, 2015 PNB MTG. @8:30PM**

**I. Call to Order**

Roll Call / Establish Quorum, Excused absences, Identify Time Keeper

KPFA: Brian Edwards-Tiekert, Jose Luis Fuentes-Roman, Janet Kobren, Margy Wilkinson  
KPFK: Rodrigo Argueta, Lydia Brazon, Kim Kaufman, Lawrence Reyes  
KPFT: Adriana Casenave, Hank Lamb, George Reiter, Richard Uzzell  
WBAI: Carolyn Birden, Janet Coleman, Cerene Roberts, Manijeh Saba  
WPFW: Jim Brown, Benito Diaz, Luzette King, Tony Norman  
Affiliates: Heather Gray, Janis Lane-Ewart

**II. Agenda Approval** (max 30 min.)

**III. Personnel Report on ED hire** (10 min)

**IV. iED Report** (10 min.)

**V. CFO Report** (15 min)

**VI. Pacifica Finances** (30 min.)

A. Director Hank Lamb – “fund raising from the national level.”

B. Report from NFC

C. Director George Reiter: The PNB will conduct a strategic planning session as a quasi committee of the whole. All members who have provided a written statement of their vision for Pacifica will have 5 minutes to present their ideas at the beginning of the meeting, after which the floor will be open to all members.

**VII. Approval of Minutes** (if any) (15 min)

**VIII. Budget motions from Finance Committee & related motions** (90 min.)

A. Motion on salaries information in budget (J Kobren)  
min.)

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Move that prior to the PNB approving the FY2015 budget for any given unit (KPFA, KPFK, KPFT, WBAI, WPFW, PNO, PRA), the salaries of all employees in that unit and all payments to consultants in that unit shall be disclosed to the PNB.

## B. Budgets

### National Office Budget

The National Finance Committee Recommends the National Office Budget to the Pacifica National Board for approval (passed without objection).

### PRA BUDGET

#### NFC Motion - PRA Levy

"To meet the budgeted expenses of the Pacifica Radio Archive not covered by other sources of income in fiscal year 2015, PRA Assessments shall be a fixed cost set at 2.0% of the prior 4 years' (2010-2013) average annual listener support for each station." ( Passed without objection - 10/6)

### KPFK Budget

The National Finance Committee recommends the KPFK budget to the PNB for approval, with the following provisos:

- 1) That the KPFK LSB approves the budget in its current form, and
- 2) That the PNB direct KPFK Management to complete a detailed forecast of phone service costs after it receives a bill from its December fund drive, and submit a revised budget if necessary to meet those costs,
- 3) If KPFK's revenue exceeds projection, the PNB directs KPFK Management to fulfill the originally scheduled Central Services catch up payments of \$4300 per month." (Passed without objection as amended.)(passed without objection).

### KPFT Budget

The National Finance Committee recommended the PNB approve the attached KPFT budget, WITH the following provisos:

Proviso 1. "If KPFT's revenue exceeds projection, the PNB directs KPFT Management to fulfill the originally scheduled Central Services catch up payments of \$1500 per month."

Proviso 2. "The PNB direct KPFT Management to extend any and all fund drives until they have met their budgeted goals, and to increase fund drive goals accordingly if KPFT falls short of budget in other revenue sources."

### WPFW Budget

The National Finance Committee Recommends the WPFW budget to the Pacifica National Board for approval

## WBAI Budget

The National Finance Committee recommended that the PNB approve the attached budget WITH the following provisos:

Proviso 1. The PNB directs WBAI to submit a revised FY2015 budget as soon as it reaches any resolution to negotiations over its transmitter rent;

Proviso 2. The PNB directs WBAI Management to extend any and all fund drives until they have met their budgeted goals, and to increase fund drive goals accordingly if WBAI falls short of budget in other revenue sources;

Proviso 3. The PNB directs that any unbudgeted revenue at WBAI (e.g., from bequests, reinstatement of CPB funding, etc.) be spent according to the following priorities:

- 1) Pension catch-up payments (~\$23,000)
- 2) Fulfilling unfulfilled premiums from previous fund drives (~\$50,000)
- 3) Repayment of WBAI's tax loan (\$156,000)
- 4) Catching up on unpaid central services to the Pacifica National Office.

C. Governance Committee Motion: Move that the salaries of all Pacifica employees and all payments to consultants shall be disclosed to each LSB prior to the beginning of the budget process. The GM and/or the Treasurer of each LSB shall forward this information prior to May 1st. [Added 8-22-13]

D. LSB review Budget motion noticed by Adriana, Oct. 2014:

Whereas, Pacifica's units have allowed little to no reserves in their budgets, and, Whereas, closely tracking the quarterly status of each unit is particularly imperative at this time, I Move that:

Per the Pacifica bylaws, Article Seven, Section 3, Item A. that LSBs "*review and approve that station's budget and make quarterly reports to the Foundation's Board of Directors regarding the station's budget, actual income and expenditures*", the PNB directs the LSBs to make their quarterly budget, actual income and expenditures reports to the PNB quarterly, starting with the first quarter of FY2015, the period between **October 1, 2014 through December 31, 2014**, to be provided to the PNB no later than **January 15, 2015**, and for quarters in FY2015 and quarterly during all fiscal years thereafter where such quarterly reports are to be provided no later than two weeks after the end of each quarter.

In order for the LSBs to comply with their duties per the bylaws, the E.D./IED shall direct the General Manager (G.M./IGM) of each station to produce and send to their LSBs an electronic file of the budget draft at least 3 days in advance of the meeting during which the LSB is scheduled to approve the budget. The E.D./IED shall also direct the G.M.s/IGMs to send an electronic file of the station's LSB-approved budget to the NFC with a CC to the respective LSB within 3 days of approval as well as an electronic file of the station's NFC-approved budget to the station's LSB within 3 days of its approval. Failure to do so shall be a key consideration in the G.M.'s/IGM's performance review by

the LSB and PNB.

The NFC shall also review the PNO and its unit's budgets quarterly as well. The CFO shall send an electronic file of the PNO's and its unit's budget drafts to the NFC with a CC to the E.D./IED within 3 days prior to being presented to the NFC for approval and an electronic file of the PNO's and its unit's NFC-approved budgets to the PNB within 3 days of its approval. Failure to do so shall be a key consideration in the CFO's performance review by the PNB.

**E. Hire freeze substitute motion noticed by Lydia, Oct., 2014**

Whereas, the Hiring Freeze motion passed on Oct. 2, 2014 requires clarification and specificity as subsequently pointed out by several board members, I move that the following substitute motion serve to amend a motion previously adopted The PNB passed a hiring freeze motion on October 2, 2014 that was immediately implemented on October 3, 2014. The hiring freeze shall remain in effect until further notice, and shall include the following provisions: The hiring freeze shall not apply to positions where hiring processes began prior to October 3, 2014. The hiring freeze is to apply to the five stations, the Pacifica National Office and its units and also to the retention of any independent contractors, temporary and occasional employees, or freelancers. Any hire following the hiring freeze must be approved by either the PNB, or by the (i)ED and the CFO. In the event the (i)ED and the CFO do not agree, the matter shall be referred to the PNB. This hiring freeze is to be communicated by the (i)ED and CFO to the (i)GMs, and other employees with hiring authority such as management and also to non-managerial staff. In addition, the following measures apply: All hires during the hiring freeze, including those where hiring processes began prior to October 3, 2014, shall be documented with justifications, costs, durations and approvals to be provided to the PNB. Any such positions must have been included in the budget of the current fiscal year for the particular unit. Any raise in salary or bonuses or equivalent remuneration, other than what is specified in union contracts, must be tied to, and supported by, a performance evaluation. Any violation of this hiring freeze will be just cause for discipline, including termination.

**VII. Motion from Governance Committee on Bylaws Amendments**

**IX. Unfinished Business**

- A. Delegate Elections: Discussion about when we will have our 2014 Delegates elections (Uzzell) (10 min.)
  
- B. PNB Minutes: Move that Uzzell and Roberts/Casaneve report publicly with regard to the missing and unapproved 2013/2104 minutes to be accounted for and submission time be imposed by the PNB at tonight's meeting. (Lamb) (10 min.)
  
- C. Motion re Swapping WBAI's Signal (10)

min.)

Director Hank Lamb moves that we develop, in no more than three weeks, an RFP for gathering proposals for a WBAI "dial swap", in the same way we have issued an RFP for LMAs and have offers in hand.

D. Motion for an audit of the 2014 PNB permanent chair position election (20 min.)

Directors Janet Kobren and Richard Uzzell move that:

Whereas the election process for the 2014 PNB pro-tem chair position on Friday, February 7, 2014 and the permanent 2014 PNB chair position on Saturday, February 8, 2014 were both contested;

Whereas the ballot was not appropriate for an IRV election, which the bylaws required;

Whereas the determination of the winner was based on the marking on the ballot of their fifth ranking, an irregular ranking considering there were only two candidates, and the intention of that director's fifth ranking could not be determined for certain;

Whereas at least one director announced that she voted for the same candidate for all five rankings and there were no third rankings announced or counted by the vote tabulators;

And whereas several other directors have said they had entered third ranked votes and these too were not announced or counted and should have been counted before the determining fifth ranking vote was counted:

Be it resolved that:

There be an immediate audit of the 2014 PNB permanent chair position election process;

That the audit include that the chain of custody of the envelope that contained the directors' ballots for the permanent 2014 PNB chair last sealed with grey masking tape and held by pro-tem election chair C. Roberts be documented;

That the audit include the names or initials of the directors that signed the sealed envelope;

That if the sealed ballot envelope is still in the custody of the 2014 PNB pro-tem election chair, C. Roberts, that as soon as it is possible, said envelope be delivered to the Pacifica Foundation Radio national office;

That the audit include an inspection of the contents of the sealed envelope by directors and also observers from both factions coordinated by one of the national office staff;

That the audit include a retabulation of the IRV/STV vote counts based on Article Nine, Officers of the Foundation, Section 2: Election of Officers; Term of the Foundation bylaws;

That the results of the IRV/STV counts tabulation for each round of voting be documented as is done by the national election supervisor for local station board elections;

That the audit results, including the tabulation of each round of voting be reported out to the public;

And that if any irregularity is identified by the audit a revote take place and be chaired by the then 2014 pro-tem election chair C. Roberts.

B. Motion by Saba: Establishing Bequest/ Donor Policy Work Group (10 min.)

Whereas, Pacifica having surpassed 60 years of existence, and Whereas, it's long-time listeners and supporters are at an age where they could consider to bequest/donate part or all of their assets to Pacifica and/or its member stations, Be it resolved, that PNB establishes a working group to draft a well-defined policy and procedure to identify and approach donors and ensure that all bequests are managed and earmarked in accordance with the wishes of donors and in compliance with the laws and mission of Pacifica Foundation. [Added 9-26-13]

C. Motion re. Official Statements regarding PNB Action (5 min.)

Directors Adriana Casenave moves:

That the Executive Director confer with the PNB Chair prior to publishing any official statement(s) to the public related to PNB action. Any disagreement(s) shall be resolved by the PNB before any official statement(s) is published to the public.

D. Motion re. Payment for Secretarial Services (5 min.)

Director Richard Uzzell moves that:

Whereas, the Pacifica Foundation Radio corporation is suffering from great financial problems, and Whereas, that corporation is very near bankruptcy, and

Whereas, that corporation is behind on payments to various vendors, and

Whereas, that corporation is behind on various rents and leases, and

Whereas, that corporation was represented in 2013 by a Board Secretary who took, prepared and posted all Meeting Minutes for the entire year at no cost to that corporation;

Be it resolved that, no fee of any kind shall be paid to anyone, for those or any like secretarial services.

E. Motion re. Hiring of General Managers (10 min.)

min.)

Director Hank Lamb moves:

That the Executive Director present to the Pacifica Radio National Board the proposed GM candidate to be hired AT ANY STATION from the pool of candidates submitted by the Local Station Board no later than 30 days from LSB submission of candidates pool. In the case of KPFA this shall be done no later than 15 days from now.

F. Motion re. Expeditious Handling of Personnel Requests (5 min.)

Director Jose Luis Fuentes moves:

That the PNB will agree to handle personnel requests from the ED as expeditiously as possible including scheduling special meetings if necessary.(5 min.)

G. Motion re: meeting schedule (10 min.)

Director Kim Kaufman moves that at the next meeting after the 3/13 meeting we schedule the PNB meetings for the rest of the year.

H. Motion to Take Motion Off the Table (Roberts)

MOTION ON TRANSPARENCY OF LMA/PSOA DECISION-MAKING (10 min.)

Whereas the Pacifica National Board's pending decision on whether to grant an Local Marketing Agreement (LMA)/Public Service Operating Agreement (PSOA) to an outside entity to operate WBAI, and if so, to which entity, is crucial to the future of serving the listener community, and Whereas openness of board decision-making is a key requirement of Pacifica's bylaws,

Resolved, that the Pacifica National Board (PNB) directs the Executive Director to:

1) contact as soon as possible all the applicants currently under PNB consideration for a LMA/PSOA at WBAI to request their written authorization for Pacifica to publicly release:

a) publicly release the name of their organization; and

b) publicly release a summary of the key provisions of their application, excluding details of the financial offer, if any; and

2) upon receiving any such authorizations, publicly release, as soon as possible, all information authorized by the applicants to be released.

Further resolved that all further PNB discussion and decisions about the WBAI PSOA/LMA, except for details of any financial arrangements, shall be done in open session.

J. Requesting Legal Counsel.

*Aaron Motion sponsored by Brazon; to precede Motion re. hiring general counsel (10 min.)*

Whereas, there is a potential for irresponsible abuse of the Director's privilege to seek counsel thereby incurring financial obligations for the Foundation without regard to cost; such approval will specify a

cost limit and time limit for the fulfillment of the request. This applies, but is not limited to advice, review, reports, evaluations and filings. This does not apply to normal work done in relation to ongoing legal actions or projects already approved by the PNB. Nothing in this resolution alters or affects Management's rights and duties to hire counsel as needed in accordance with the bylaws.

K. Motion re: hiring general counsel

(15 min.)

Director Birden moves: Whereas, approval of a candidate by a two-thirds majority of the PNB could ensure a candidate acceptable to enough of the board so that counsel could be assured of ongoing support; and

Whereas it is the responsibility of the entire board to interview, select, and approve the hiring of independent counsel without conflicts of interest or affiliations that would exacerbate existing frictions on the board; and

Whereas it is imperative that the Board consider carefully and that members exercise their duty of care as well as their fiduciary responsibility and the duty of loyalty in the matter of the hiring of any counsel going forward; and

Whereas no one officer or director should be (and is not) empowered to unilaterally engage or hire legal counsel for the Board whom the Board members have not properly met and whose credentials the Board has not approved of,

**THEREFORE BE IT RESOLVED THAT**

The PNB shall elect four members, using Single Transferrable Voting, to an ad hoc committee to solicit and accept applications to the position of Foundation Counsel for Pacifica Foundation Radio, with the solicitation to be posted on the Pacifica website and other appropriate venues within 5 days from when the committee is elected,

Resumes and inquiries should be directed to a member of the committee, which shall report to the PNB as soon as at least 3 resumes have been received, with all resumes distributed to the entire board.

At least two-thirds of the entire board must agree to consider a candidate for an interview for the position, at a meeting at least 4 days following the receipt and distribution of at least 3 resumes.

Furthermore,

Interviews of agreed-upon candidates (at least 3, interviewed by the entire board) shall be for a PNB meeting noticed at least 5 days in advance and scheduled so as not to conflict with a PNB committee or task force or LSB meeting.

Candidates must receive votes from two-thirds of the members of the PNB in order to be hired as Foundation Counsel.

Letters of reference for the agreed-upon candidates shall be distributed to the board four days before the interview of each.

L. Pacifica Policy Discussions

(90

min.)

To include:

- Integrated Website Planning.
- Premium Processing & Premium Cost.
- Copyright and Plugola.

M. Motion re. Board Hires

(10 min.)

Director Richard Uzzell moves that all personnel hires made directly by the Board shall have been preceded by an established process and procedure to select a pool of candidates. [Added 4-17-14]

**X. New Business**

A. Process re. Programming Changes (Reyes/Argueta) (10 min.)

B. Motion re. Treasurer's Report (Kobren) (10 min.)

Add "Treasurer's Report" as a standing item in all regular and monthly special open session meeting agendas and given a minimum of 15 minutes. The Treasurer's Report item shall be within the reports sections part of the meeting agendas, immediately after a Chair's Report (if one is listed on the agenda) and before any Management Reports (if any are listed on the agenda), and if neither a Chair's Report or Management Reports is listed on the agenda, to be the agenda item immediately following the Agenda Approval item (or after the Minutes Approval item, if one is listed on the agenda). The Treasurer's Report item shall not be preceded by any motion already listed on the agenda that might be moved during the Agenda Approval part of the meeting or added to the agenda prior to or during the meeting. The Treasurer's Report shall be presented by the Pacifica treasurer (the chair of the NFC) and is to be in regards to the most current PNB financials available for all five stations, PRA, and PNO. Also, the Pacifica treasurer shall provide to the PNB at least 24-hours prior to each regular or monthly special open session PNB meeting the financials that s/he will be reporting on.

C. Date of the PNB report (Lane-Ewart) (10 min.)

D. Motion re Management Reports (Roberts) (15 min.)

Moved that in preparing reports for local station boards and the national board, where feasible, management shall prepare separate documents for open and executive sessions and be guided by the Corporation for Public Broadcasting (CPB)\* whose statement regarding which matters may be discussed in closed session is summarized below, so that, generally, if a matter would normally be discussed in open session, it likely belongs in a public report and conversely, closed session matters would be put in a confidential report.

\* The customized language below is based on the CPB requirements of open meetings (<http://www.cpb.org/stations/certification/cert1.html>).

The national board and station managers will be notified of modifications by the Executive Director, who in turn will be kept abreast of such by the foundation's Compliance Officer, or anyone

designated to perform those tasks:

*Executive sessions may be held to consider matters relating to individual employees, proprietary information, litigation and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the interests of the Foundation.*

E. Removal of Chair and IED (Lamb) (10 min.)

I move that Margy Wilkinson be removed as PNB Chair and iED, for flagrant violations of the bylaws and spirit of the bylaws, and be replaced with George Reiter as chair and that we choose from the candidates we have currently, an IED immediately and pay them \$55,000 per year rate, so long as they serve as iED, with no benefits and no chance to enter the permanent position.

F. Review of 2013-14 financial statements, by unit, through YTD P&L stmts (Lane-Ewart) (10 min.)

G. Proceeding with a recall election of Argueta by KPFFK staff (Kaufman) (10 min.)

H. Limitations on the decision-making authority of interim station management (Diaz) (10 min.)

I. Responsibility of local management to abide by, and/or implement, LSB decisions (Diaz) (10 min.)

J. (12/04/14) Hank Lamb: I move that the Pacifica drop all work on trying to make up elections and simply move ahead with the regularly scheduled 2015 elections and halt work by any NES, until the time prescribed in the bylaws for such hiring and work to begin.

(12/06/14) Hank Lamb: Moved that the PNB vote to approve and move forward on 2015 elections as per our bylaws, and let the past elections be done once and for all with the completion of 2015 elections, and hire an NES per bylaws and 2015 timeline.

## **XI. Motions carried over from 2013**

A. PNB Vote for Proposed Bylaws Amendments. Amendment #6 and #7, Postponed on Jan. 20, 2014 for legal opinion; are to be considered. [12-19-13]

B. Motion by Diaz re: Copy of GM Contract to LSB (10 min.)

Whereas, the WPFW-LSB is currently in the process of preparing a performance evaluation of its

GM;

Whereas, the WPFW-LSB considers, amongst several factors, the terms of employment of the particular employee to be evaluated as a part of that evaluation process;

Whereas, the WPFW-LSB has not, throughout the current general manager's three-year tenure, been able to secure a copy of his employment contract;

Be It Resolved, that the PNB directs the iED to provide the chair of the WPFW-LSB with a copy of such contract for use by the LSB's MASC (Management Assessment And Search Committee) particularly, and the LSB generally, by close of business on Thursday, 9/19/13. [Added 9-26-13]

C. Motion by Hentschel re: Task Force to Restructure Pacifica (10 min.)

Hentschel moves that the PNB authorize and establish a Task Force to explore restructuring Pacifica in a manner that will strengthen Pacifica and offer real support and independence (responsibility) to each station. [Added 9-26-13]

D. SCA (SIDEBAND) MOTION *from the WBAI LSB* (10 min.)

Be it hereby resolved, that the WBAI Local Station Board recommends to the Pacifica National Board (PNB) that it approve a policy that ninety-nine percent (99%) of SCA\* rental fees due as of October 1, 2013 for use of any station's sidebands shall be credited, retroactively if necessary, to that station's current Central Services accounts and one percent (1%) to the National Office with copies of all existing contracts being submitted to the respective General Manager and Local Station Board (LSB), and to the PNB within 21 days of its passage of this motion, and

That an accounting of all SCA related income and expenses, since January 2009, including billing and payment of legal and collection fees, and maintenance and upgrade costs, and any other expense, be submitted to the respective General Manager and LSB, and to the PNB within 45 days of its passage of this motion, and further

That pending and future contracts are to be signed by both national and local management with adequate and reasonable submission to the respective LSB and to the PNB for advance review and feedback. [Added 10-24-13]

E. Motion for GM Evaluation at WBAI (10 min.)

Birden moves that the PNB instruct the WBAI LSB to complete ASAP a GM Evaluation, as required by the Bylaws. [Added 11-25-13]

**XII.** Committee Reports carried forward from 2013

A. Elections Committee  
10 min.)

(3 Motions, each

1. Whereas, the Pacifica Bylaws, as adopted in 2003 and revised in 2007, lay out a calendar for Local Station Board elections including specific dates or periods for establishing membership and candidacy, and for the mailing and return of ballots, and

Whereas, the Bylaws limit the ability of the Pacifica National Board to affect the schedule, and in no way gives an Executive Director authority to change any of those dates or periods, or to do anything beyond appointing the National Election Supervisor (NES), approving the NES' choices of Local Election Supervisors, and facilitating the work of the NES,

Be it hereby resolved, that the Committee reaffirms and recommends to the PNB that it re-assert to the Interim Executive Director that it is the national board that is in effect "the Foundation" and that she be accordingly guided in all future actions.

2. The Elections Committee is requesting an update from the I.E.D. on the status of the reports by Local Election Supervisors on the conduct of the 2012 elections. We have only seen the reports by the WBAI and WPFW supervisors, which were forwarded to us by the National Election Supervisor. Have the remaining three been received? If not, were the final paychecks withheld from those LES's as specified in their contracts?

3. The EC requests a status update from the PNB regarding implementation by management of the motions sent to the PNB by the EC and passed by the PNB at its July 11 meeting (regarding directing the iED to have the GMs do mailings and clean up the membership lists, directing the iED to post the opening for the NES forthwith and mandating that the 2013 elections for LSB go forward in some form). The EC also requests a status update on research carried out by directors on e-voting providers, which the PNB set as due back by May 9. If further work is needed to implement the e-voting, such as drafting an RFP, the EC and its working group are available. [Added 8-22-13]

B. Coordinating Committee  
min.)

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1. Whereas, the Pacifica National Board (PNB) and its committees and taskforces work primarily or exclusively via teleconference calls that each month last dozens of hours,

Be it hereby resolved, that the Chief Financial Officer shall have his staff compare the cost and services of various providers and include in the report that is to be provided to the PNB within 60 days, the comparative cost of using a toll number versus a toll-free number and whether parties using toll number and parties using toll-free number can be on the same call. [Added 6-27-13]

2. Motion that the PNB closely observe the 12:00 am (Mid-night) (ET) Limit to PNB Mtgs. [8-22-13]

C. Governance Committee

(5 Motions, each 10 min.)

1. The governance committee recommends to the PNB that the 2013 election go forward with no later than the 60 day delay allowed by the CA Corporations Code.
2. Move that the PNB shall request the iED to provide, as soon as possible, a detailed cost accounting of the 2012 Pacifica LSB-elections to the PNB, to the Governance and Elections committees, and to the five LSBs.
3. Move to establish the following Timeline for the 2013 Pacifica Delegates Election:  
Request that the PNB meet to approve and announce the 2 month postponement in open session immediately. [From: <http://kewg.org/bylaws/art4sec5.html>, with new dates]Article Four, Delegates, Section 5: Election Time Frame.

In a Delegate election year, the nominations period for seats being vacated shall open on June 1 [September 1] and remain open for thirty (30) days, closing on June 30 [September 30]. The national and local election supervisors shall thereafter prepare the written ballots for each radio station, listing all of the candidates and setting forth all other information required by these Bylaws. Ballots shall be mailed, or otherwise made available, to the Members on August 15 [November 15] (or the following day if August 15 [November 15] is a mail holiday). To be counted a ballot must be received on or before September 30 [December 30] (the "Election Close Date").

All ballots shall be held sealed until the Election Close Date. If the required quorum of ballots is not received by the Elections Close Date, then the Elections Close Date shall be extended by up to four additional weeks until closed by the National Election Supervisor. The national and local elections supervisors shall have up to 15 days after the Election Close Date to count the ballots and to certify the results to the LSBs, the Board, and the Members, which results must be reported by October 15 [January 15, 2014] or, if the Election Close Date was extended, by 15 days after the extended Election Close Date, and shall be posted on the Foundation's and the radio stations' websites. If no quorum of ballots is obtained by the extended date, then those Delegates whose terms would have expired upon the election of new Delegates shall remain in office until the next regularly scheduled Delegate election.

4. Move that the salaries of all Pacifica employees and all payments to consultants shall be disclosed to each LSB prior to the beginning of the budget process. The GM and/or the Treasurer of each LSB shall forward this information prior to May 1st. [Added 8-22-13]
5. Move that the Governance Committee wishes to inform the PNB that the motion it passed directing the IED to set up Program Councils at each station has not been acted on. [Added 8-22-13]

D. Affiliate Task Force  
min.)

(2 Motions, each 10

Motion that Ursula Ruedenberg be invited to the PNB to speak about the Affiliate Program and the impact due to the potential loss of Al Jazeera English and FSRN. [Added 9-26-13]

Motion for verification that the PNB's priority and intention is to fund FSRN and solidify the Pacifica Foundation's commitment to continue the FSRN program. [Added 9-26-13]

E. Finance Committee (2 Motions, each 10 min.)

1. Motion that the PNB direct that all station General Managers shall report to the NFC quarterly about the performance of their station's current Budget, and if the Budget becomes unbalanced into the 'red' that the general Manager shall propose immediate changes that will bring the Budget back into balance. [Added 1-23-14]

2. Motion that there be a notation on the Errors and Omissions insurance policy that if the insurance has lapsed for non-payment of premiums that the insurance company must notice the five Directors on the NFC about it. [Added 1-23-14]

### XIII. Motions Carried Over from 2012

A. Elections Committee (5 Motions, each 10 min.)

1) Revision of Election Timeline.

Whereas, the Pacifica Bylaws, as adopted in 2003 and revised in 2007, lay out a calendar for Local Station Board elections including specific dates or periods for establishing membership and candidacy, and for the mailing and return of ballots, and

Whereas, the Bylaws limit the ability of the Pacifica National Board to affect the schedule, and in no way gives an Executive Director authority to change any of those dates or periods, or to do anything beyond appointing the National Election Supervisor (NES), approving the NES' choices of Local Election Supervisors, and facilitating the work of the NES,

Be it hereby resolved, that the Committee reaffirms and recommends to the PNB that it re-assert to the Interim Executive Director that it is the national board that is in effect "the Foundation" and that she be accordingly guided in all future actions.

2) Procedures for Processing Complaints about Alleged Violations of Fair Campaign Provisions.

Move that in order to ensure fair, timely and properly publicized decisions on complaints alleging violations of the Fair Campaign Provisions; that the National Election Supervisor establishes and publicize the following process:

a. The LES or NES should acknowledge all complaints by email within 48 hours, whenever feasible.

b. If the LES or NES determines that the complaint warrants investigation, the LES or NES should as quickly as possible forward a copy of the complaint to the party alleged to have violated the FCP, with instructions on how and by when that person can file her/his response. If the complaint is being

handled by the LES, both the complainant and the person complained against should be notified of their right to appeal any decision to the NES, and any procedure and deadline for doing so. If the complaint appears without merit, the subject shall be provided a copy and both subject and complainant shall be notified that no action will be taken.

c. If the LES or NES finds that a rule was broken, s/he should cite the rule and explain specifically in what way it was broken. Copies of the written ruling should be sent to both the complainant and the subject.

d. All decisions on complaints found to be valid should be rendered as quickly as reasonably possible, however no later than ten days after receipt.

e. All decisions on complaints found to be valid should be posted on the Pacifica elections website (to provide guidance to candidates and staff at all stations) and the affected stations elections.

### 3) Adequate Time for On-Air Candidate Forums.

Whereas Article 4, Section 6 of the Pacifica bylaws states, in part: "All candidates for election as a Listener-Sponsor Delegate shall be given equal opportunity for equal air time, which air time shall include time for a statement by candidate and a question and answer period with call-in listeners."  
And

Whereas, the PNB's 2009 LSB Election Policy set a standard for on-air LSB candidate forums to be one hour in length for each 5 candidates, and

Whereas, many LSB candidate forums before and since have followed a similar formula, and

Whereas, in at least one signal area (WBAI), the recently announced forums will require 10 candidates to share one hour, and

Whereas, it is critical that all candidates have adequate time to explain their positions and that listener-members have adequate time to pose questions via phone and hear answers from all the candidates then on the air,

Resolved, that the PNB Elections Committee strongly urges the managers at the 5 stations to ensure that in all signal areas, on-air listener candidate debates allocate at least one hour for each five candidates. In addition, the Committee recommends that archives of on-air forums be posted on each station's website in a visible location.

### 4) Term Limits and Election Results

Whereas the National Election Supervisor adopted a policy in the 2012 WPFW elections to award only a one-year Delegate seat to anyone whose term-limited tenure would preclude them from serving a full three-year term, regardless of whether their vote total would have otherwise led to them to obtain a three-year term, and

Whereas in the 2007 election, the National Election Supervisor ruled that any candidates who would be term-limited before the end of another three-year term could nonetheless run for said term, provided that they resigned when they reached their six-year mark, and any candidates in a disparate manner that awards one candidate a shorter term than another who won fewer votes,

Resolved, that the Pacifica National Board Elections Committee strongly urges the National Election Supervisor to change the policy for the 2012 WPFW elections so as to uphold the cornerstone standard that candidates are awarded three-year or shorter terms based solely on their relative ranking in the final vote count, and

Further, that the Committee recommends that the Pacifica National Board adopt a policy for future elections that in any Delegate election in which more than the customary half of seats in either the Listener Member or Staff Member category are vacant, three-year-terms shall be awarded to the highest vote-getters up to the number of seats usually available in that year's election, and one- or two-year-terms dependent on the election year cycle to the next highest vote-getters for the remaining available seats. This shall include any candidate who would become term-limited during the upcoming one-, two- or three-year term, although said person shall be required to resign as a Delegate as soon as they have completed six consecutive years of Delegate service.

5) Counting of Blank Ballots.

Move that the Pacifica National Board adopt a policy that, in keeping with longstanding practice, in all elections held in Pacifica, blank ballots shall be counted toward quorum.

B. Audit Committee

Provide Audit Reports and Management Letters (10 min.)

Move that the Pacifica CFO be directed immediately via email by the Chair of the Audit Committee to provide the members of the Committee for their reference and consideration immediately with complete copies of both the Pacifica Audit Reports of the past five years and the confidential Management Letters that corresponds to each of them.

C. Other Motions

1) Notice to Rescind Motion on Members Not in Good Standing as Delegate Candidates Sponsored by Brazon. *Motion to be reconsidered below.* (10 min.)

Whereas the Pacifica Foundation should be able to protect itself from individuals who have a documented record of harmful or malicious behavior toward the Foundation or any of its members, Be it resolved that:

The following categories of people are not members in good standing of the Pacifica Foundation as defined in Article 4, Section 2A and Article 3 Section 8A of the Pacifica Foundation Bylaws:

1. Individuals whose actions have been declared by a court of law to be breaches of fiduciary duty, or breaches of the duty of loyalty or the duty of care.
2. Individuals who have been separated involuntarily from foundation employment for cause.
3. Individuals who have been banned from station premises due to threatening behavior or creating an

unsafe environment for others. These definitions of restrictions shall be publicized on the Pacifica web site. The Foundation shall make an effort annually to inform the membership of these defined restrictions on good standing through a combination of email, broadcasts and mailings.

Any member of the foundation may identify another member whose actions have caused the loss of good standing by giving notice to the National Elections Supervisor. Any individual whose good standing is questioned per these restrictions shall be provided with full due process rights to be notified of the decision and to appeal it. The initial determination shall be made by the National Election Supervisor overseeing the foundation's election process.

If a determination is made that a member is not in good standing, the individual in question must be notified 15 days prior to the determination taking effect. Notice required under this section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown in the foundation's records. The right to request a hearing and procedure for requesting it shall be included in the notice.

The Pacifica National Board will provide an evidentiary appeal hearing upon request being made before the determination takes effect. The current sitting board officers (defined in the Pacifica Foundation Bylaws as the board chair, vice-chair, secretary and the CFO) will appoint a 3-member panel to hear the appeal. The board officers may schedule an appeal by whatever method of communication seems reasonable, including a telephone or video conference. If the panel upholds the initial determination, that decision may be appealed to an arbitrator provided the individual pursuing the appeal waives their right to pursue legal remedies in court. Pacifica is under no obligation to provide an arbitrator for a 2nd appeal if a waiver of legal remedies is not signed. In the event an appeal is successful, good standing status for said individual will be reinstated.

This policy does not apply prior to the adoption date of this policy, unless an individual commits a new act that brings them under the provisions.

#### **XIV. Adjournment.**

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