

**PACIFICA FOUNDATION RADIO**  
**PACIFICA NATIONAL BOARD SPECIAL MEETING**  
**From Various Locations via Telephone Conference**  
**UPDATED DRAFT AGENDA - Open Session**  
**Thursday, May 7, 2015 - 8:30PM ET**

**I. Call to Order**

**A. Roll call and establishment of quorum**

Teresa Allen, KPFT	Janet Kobren, KPFA
Rodrigo Argueta, KPFK	Janis Lane-Ewart, KFAI Affiliate
Carolyn Birden, WBAI	Robert Mark, KPFT
Lydia Brazon, KPFK	Brenda Medina, KPFK
Jim Brown, WPFW	Tony Norman, WPFW
Stephen Brown, WBAI	Robert Rabin (Siegal), WVQR Affiliate
Adriana Casenave, KPFT	George Reiter, KPFT
Janet Coleman, WBAI	Cerene Roberts, WBAI
Benito Diaz, WPFW	Pete Tucker, WPFW
Brian Edwards-Tiekert, KPFA	Margy Wilkinson, KPFA
Jose Luis Fuentes, KPFA	
Margy Wilkinson, iED	Raul Salvador, CFO

Legend: P = Present, L = Late, A = Absent, E = Excused absence

**B. Identify Timekeepers - one for speakers (90 seconds) and one for agenda items**

**C. Excused absences**

**D. Agenda Approval (30 min.)**

**E. Minutes Approval (5 min.)**

**II. iED Report (5 min.)**

- III. **CPB Authorization Resolution** (5 min.)  
(see APPENDIX A below)

- IV. **Special Order of Business** (20 min., each at 10 mins.)

Vote on proposed bylaws amendments

At this meeting, per the bylaws, “the proposed amendment(s) must be approved by the majority of all Directors on the Board” (see APPENDIX B below).

- A. Proposed Bylaws Amendment Concerning In-Person Meetings of the Pacifica National Board
- B. Proposed Bylaws Amendment Concerning Reducing the Size of the PNB

The full text of the two proposed bylaws amendments being considered can be found in APPENDICES C & D below.

- V. **Committee reports** (20 min.)

A. Election Committee

1. Election Committee Report

(see APPENDIX E below)

2. Motion #1: MOTION ON DELEGATE ELECTIONS IN 2015

(see APPENDIX F below)

3. Motion #2: Motion on Election Cost-Cutting

(see APPENDICES G&H below)

B. Coordinating Committee

1. Report on detailed flight reservation criteria for the in-person meeting

**VI. New Business**

A. Motion to task the Personnel Committee for CFO search (10 min.)

B. Motion to address the question of foundation counsel (10 min.)

Move that we do not utilize the services of Siegel & Yee or an employee thereof, and further

that we urge John Proffitt to appoint an interim attorney as counsel to the Pacifica Foundation with the board to approve one of several candidates for foundation counsel at a meeting of the PNB one month hence.

[Birden]

**VII. Adjourn**

(by 10:30PM ET)

**APPENDIX A:**

**CPB Authorization Resolution**

Effective May 15, 2015, the Pacifica National Board designates its Chair (Lydia Brazon) its Corporation for Public Broadcasting Licensee Official.

Effective May 11, 2015, the Pacifica National Board designates its Executive Director (John M. Proffitt) its Corporation for Public Broadcasting Head of Grantee.

## **APPENDIX B:**

### **Article Seventeen, Amendment of Articles of Incorporation and Bylaws, Section 1: Proposing Amendments**

#### **B. VOTING AND APPROVAL**

(2) In order for new Bylaws to be adopted, or these Bylaws amended or repealed and subject to Section 1(B)(3) below:

(i) except as provided in Section 1(B)(3) below, the proposed amendment(s) must be approved by the majority of all Directors on the Board and by the majority vote of all the Delegates of at least three of the Foundation radio stations.. The Delegates shall vote on the proposed amendment(s) within the 60 day period beginning with the voting date of the PNB.

## APPENDIX C:

### PROPOSED BYLAWS AMENDMENT CONCERNING IN-PERSON MEETINGS OF THE PACIFICA NATIONAL BOARD

Six Directors of the Pacifica National Board have proposed an amendment to Article Six, Section 1 of the Pacifica Bylaws. The amendment intends to allow greater flexibility and latitude to the Board in keeping with the needs and realities of the Pacifica Foundation in any given year. Financial constraints and weather events are among the considerations the board may factor into their yearly scheduling of in-person meetings. The amendment allows for a range of between one to four meetings per calendar year. It also removes the specificity of naming the months in which in-person meetings are held, beyond that of the "Annual Meeting" in late January.

Existing Bylaws language:

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 times and places as agreed by a majority vote of the Board of Directors. The Board shall also regularly meet in March, June and September of each year. The four regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.

CHANGES TO LANGUAGE: DELETED LANGUAGE IN BRACKETS, ADDED LANGUAGE IN CAPS

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 times and places as agreed by a majority vote of the Board of Directors. The Board shall {also} {regularly} meet {in March, June and September of} **ONE TO FOUR TIMES** each calendar year **AS AGREED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS**. The **ONE TO four** **IN- PERSON** regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.

The revised language would then read:

Article Six, Meetings of the Board of Directors, Section 1: Time and

Place of Meetings

The in-person "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other times and places as agreed by a majority vote of the Board of Directors. The Board shall meet in person one to four times each calendar year as agreed by a majority vote of the Board of Directors. The one to four in-person regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.

Bylaws amendment proposed by the following Pacifica National Board Directors:

Lydia Brazon

Benito Diaz

Jose Luis Fuentes

Brenda Medina

Brian Edwards-Tiekert

Margy Wilkinson

**APPENDIX D:**

**Reducing the size of the PNB**

**Art. 5 Sec 1 (C), Art. 5 Sec 3(B), Art. 5 Sec. 5(A) & (B)**

*Description:*

- The total size of the PNB would drop from 22-23 to 16.
- Each station's delegate assembly would elect 3 (rather than 4) Directors to the PNB.
- Staff and Listener representatives to the PNB would no longer be elected separately – each station's delegate assembly would elect three representatives of any category.
- The PNB would elect 1 (rather than 2) Affiliate Directors.
- The “At Large” Director position would be eliminated.

<b>Current Text</b>	<b>Proposed Text</b>
<p><b>Article Five, Section 1, subsection C (Number on PNB)</b> "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."</p>	<p><b>Article Five, Section 1, subsection C (Number on PNB):</b> "Starting with the Director elections following approval of this amendment, there shall be sixteen (16) Directors of the Foundation. 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 three (3) Directors, for a total of fifteen (15) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect one (1) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws."</p>

**Article Five, Section 3B (Election)**

"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."

**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 the Directors using the Single Transferable Voting method, to represent that radio station on the Board."

**Art. 5 Sec. 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 November 15th each year and shall be submitted in writing to the Foundation Secretary 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 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.

**Art. 5 Sec. 4:Nomination and Election of Affiliate Representative Director**

**A. NOMINATION**

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for the Affiliate Director position on the Board. Nominations shall close on November 15th each year and shall be submitted in writing to the Foundation Secretary for forwarding to the board. Every affiliate station or association of affiliate stations submitting nominees shall include with said nominations a written explanation of its procedure for selecting the nominees. Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidates 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 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

Article Five, [Board of Directors of the Foundation](#), Section 5: Nomination and Election of At-Large Directors

[none]

#### 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 above bylaw amendment has been proposed by the following 6 PNB members:

Brian Edwards-Tiekert  
Lydia Brazon  
Margy Wilkinson

Tony Norman  
Benito Diaz  
Rodrigo Argueta

## APPENDIX E:

### Election Committee Report

## Urgent Elections Comm. motions for PNB action

Bob Lederer <ledererbob@usa.net>

Mon, May 4, 2015 at 4:18 PM

To: pnb@pacifica.org

Dear PNB,

The PNB Elections Committee has passed two urgent motions that we are sending you for consideration as soon as possible:

### **1) Motion on Delegate Elections in 2015**

(this is particularly time-sensitive, as the National Election Supervisor will be opening Delegate nominations on June 15)

The history of this motion is as follows:

- On Jan. 13 (during the first of 3 joint Elections/Governance Committee meetings), the Elections Committee passed a conceptual motion calling for the election of 12 delegates at each station for a 3-year term in 2015. The vote was 9-3.
- On March 3, the Governance Committee - in the second joint Elections/Gov. meeting - passed a more detailed motion (for a 12-seat election in both 2015 and 2016) by 6-2-2.
- On March 10, the Elections Committee - in the third joint Elections/Gov. meeting - passed an almost identical motion (only adding another "whereas" clause) by 9-1-0. Full text of motion and supplementary information below.
- Both motions call for delegates elected this year to be seated in December.

### **2) Motion on Election Cost-Cutting: Bulk-Rate Mailing of Election Materials & Shortened Candidate Statement Booklets**

The committee is recommending saving considerable funds by: 1) sending the ballots via bulk-rate postage rather than first class, and 2) only sending the 200-word printed versions of the candidates' statements (as was done in the last election), making the 500-word versions available both online and by mail to those voters who call to request a printed version.

**Attached are tables prepared by the National Election Supervisor (NES), Joy Williams, containing two cost comparisons:**

- first-class postage vs. bulk-rate postage, and
- two options for voter mailings -
  - the one recommended by the Committee: one mailing including the ballot (with information on how to vote electronically for those who choose to do so), booklet with 200-word candidate statements, a fundraising appeal letter, and outer and return envelopes

OR

- the one that the NES recommends: two large postcards, one following the confirmation of candidates, containing information on how to vote online or request a printed ballot and candidate statements; the other, once balloting is open, containing a unique voter code for online voting.

As per the PNB's 2013 mandate to include an electronic balloting component in the election, along with the paper ballot (the latter is required by the by-laws), the NES has solicited offers from numerous companies to provide this service. **She will present her recommendation on e-balloting to the Elections Committee at our next meeting on Monday, May 11** in executive session (because of the confidential commercial nature of the offers).

Respectfully submitted,  
Bob Lederer  
Chair, PNB Elections Committee

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## APPENDIX F:

### **Election Committee Motion #1**

#### **MOTION ON DELEGATE ELECTIONS IN 2015**

Adopted by the Elections Committee - 3/10/15

Whereas, in September 2013, in an action that the Bylaws did not anticipate, the Pacifica National Board (PNB) passed a motion (Suppl. 1) postponing that year's delegate elections and

Whereas, the make-up "2013 Election" process is set to run from December 2014 to approximately July 2015, and notwithstanding that, by November 30, 2014, one less than the Bylaw-required number of affirmative PNB votes in order to announce a change to the original schedule for the "2015 Election" was received, and

Whereas, when the revised Pacifica Bylaws were adopted in 2003, establishing elected boards, there was universal agreement on the importance of instituting (in the words of Carol Spooner, chair of the Interim Pacifica National Board's Bylaws Revision Committee) "safeguards" to prevent "open[ing] us up to takeover from the right by buying up memberships," one of which safeguards was "staggered elections...so that it would take time to gain a majority on any board,"

Resolved that:

1. The PNB finds that the need to hold staggered elections in order to avoid the turnover of the entire local board at all five stations in a single election is a greater, more fundamental issue than the delay in adjusting the schedule for any given election.
2. The Foundation shall hold Delegate elections in 2015 at each of its five stations, and, except at KPFK, the winners shall, in December 2015, replace those currently serving Delegates whose terms should have expired in December 2013. And further, that the Foundation shall hold elections in 2016, and, except at KPFK, the winners shall, in December 2016, replace the then-currently serving Delegates whose terms would ordinarily expire in December 2015.

At KPFK, the Foundation shall hold elections in 2015, where the top-ranked 9 listener-candidates and 3 staff-candidates shall be seated in December 2015 and serve a 3-year term until December 2018, and the second batch of 9 listener-candidates and 3 staff-candidates shall be seated in December 2015 and serve a 1-year term until December 2016. And further, that at KPFK in 2016, the Foundation will hold elections for 9 listener and 3 staff seats for a 3-year term of December 2016 to December 2019.

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### **Supplementary Information (not part of the motion itself)**

Delegates' elections will be back on the bylaw-set schedule by 2018, as below:

ORIG. INTENDED ELECTION: (followed by) ACTUAL TERMS

Transition Election: top half – 2 yrs, 11 months to Dec. 2006; bottom half– 11 months

2004 Election: elected half to serve Dec. 2004-07

2006 Election: elected half to serve Dec. 2006-09

2007 Election: elected half to serve Dec. 2007-10

2009 Election: elected half to serve Dec. 2009-12

2010 Election: elected half to serve Dec. 2010-13

-- without 2013 election, effectively continues to Dec. 2015 (for a 5-year term)

2012 Election: elected half to serve to Dec. 2012-15

-- to be effectively continued until Dec. 2016 (yielding 4-year terms for this group)

2013 Election - K: elect bottom half in 2015 to serve Dec. 2016 (a 1-year term)

2013 Election - K: elect top half in 2015 to serve Dec. 2015-18 (a 3-year term)

2013 Election: elect half in 2015 to serve Dec. 2015-18 (a 3-year term)

2015 Election: elect half in 2016 to serve Dec. 2016-19 (a 3-year term)

Back on track...

2018 Election: elect half to serve Dec. 2018-21

2019 Election: elect half to serve Dec. 2019-22

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APPENDIX G:

**Election Committee Motion #2**

**Motion on Election Cost-Cutting:  
Bulk-Rate Mailing of Election Materials & Shortened Candidate  
Statement Booklets**

Adopted by the Elections Committee - 4/27/15

Whereas, Pacifica continues to be in severe financial crisis, and

Whereas, the National Election Supervisor has recommended that the election materials for the upcoming election be sent to voters via bulk-rate mail, which she estimates would save approximately \$17,000, along with a business reply envelope to make it easy for voters to return their ballot and contribution to offset costs, and

Whereas, the National Election Supervisor has issued an election timeline that includes the option of a ten-day extension of the period for ballot mailing and return (from 45 to 55 days) if bulk-rate mailing is decided, to ensure that all voters have adequate time to receive and return their ballots,

Resolved, that the Elections Committee recommends that the Pacifica National Board approve bulk-rate mailing of initial election materials to voters.

Further, the Elections Committee recommends that abbreviated candidate statements of up to 200 words be printed on the least expensive paper and included in the paper packet sent to all members. The packet will also include:

- a) notice that the full 500-word statements and questionnaire answers are available online, and
- b) instructions for members who want the full 500-word statements to request a mailing of the full-length printed booklet via a toll-free number or an email address.

In addition, each station will make announcements on their airwaves and websites, drafted by the National Election Supervisor, explaining the availability of full-length printed booklets.

(See APPENDIX H below for NES' Voter Mail Budgets for Stations)

## APPENDIX H:

# NES' Voter Mail Budgets for Stations

### Voter Mail Budget #1: Full Regular Mailing

This option is the normal Pacifica procedure of sending every voter a ballot and candidate information booklet with a return envelope and fundraising appeal.

	Voter Materials					Total Voter Materials	Postage Send Options		Postage Reply Options		Total Proposal #1	Total Proposal #2	2012 Expense	2015 Savings (#1)	2015 Savings (#2)
	Ballot	Fundraising Appeal	Election Booklet	Outer Envelope	Return Envelope		First Class	Bulk Rate	No Postage	Business Reply	Voter Materials/First Class/Business Reply	Voter Materials/Bulk Postage/Business Reply			
KPFA	\$999.88	\$714.20	\$4,999.40	\$2,571.12	\$714.20	\$9,998.80	\$6,999.16	\$2,713.96	\$0	\$349.96	\$17,347.92	\$13,062.72	\$27,098.22	\$9,750.30	\$14,035.50
KPKF	\$937.09	\$669.35	\$4,685.45	\$2,409.66	\$669.35	\$9,370.90	\$6,559.63	\$2,543.53	\$0	\$327.98	\$16,258.51	\$12,242.41	\$26,507.07	\$10,248.56	\$14,264.66
KPFT	\$514.71	\$367.65	\$2,573.55	\$1,323.54	\$367.65	\$5,147.10	\$3,602.97	\$1,397.07	\$0	\$180.15	\$8,930.22	\$6,724.32	\$9,386.96	\$456.74	\$2,662.64
WBAI	\$999.67	\$714.05	\$4,998.35	\$2,570.58	\$714.05	\$9,996.70	\$6,997.69	\$2,713.39	\$0	\$349.88	\$17,344.27	\$13,059.97	\$21,834.21	\$4,489.94	\$8,774.24
WPFW	\$497.00	\$355.00	\$2,485.00	\$1,278.00	\$355.00	\$4,970.00	\$3,479.00	\$1,349.00	\$0	\$173.95	\$8,622.95	\$6,492.95	\$14,398.78	\$5,775.83	\$7,905.83
<b>Totals</b>	<b>\$3,948.35</b>	<b>\$2,820.25</b>	<b>\$19,741.75</b>	<b>\$10,152.90</b>	<b>\$2,820.25</b>	<b>\$39,484</b>	<b>\$27,638</b>	<b>\$10,717</b>	<b>\$1,382</b>		<b>\$68,504</b>	<b>\$51,582</b>	<b>\$99,225.24</b>	<b>\$30,721.37</b>	<b>\$47,642.87</b>

### Voter Mailing Budget Comparisons

#### Voter Mail Budget #2: Two Postcard Mailings (NES RECOMMENDATION)

One large postcard with voter education, candidate information, phone number to request printed ballot to be sent following the confirmation of candidates. One postcard to be sent with voter instructions and website link with unique code for the voter to login and complete their vote when the voting period begins.

	Mailer 6x11 (including postage)	Postcard 4.25x6 (including postage)	Total
KPFA	\$6,427.80	\$5,427.92	\$11,855.72
KPKF	\$6,024.15	\$5,087.06	\$11,111.21
KPFT	\$3,308.85	\$2,794.14	\$6,102.99
WBAI	\$6,426.45	\$5,426.78	\$11,853.23
WPFW	\$3,195.00	\$2,698.00	\$5,893.00
<b>Totals</b>	<b>\$25,382.25</b>	<b>\$21,433.90</b>	<b>\$46,816.15</b>

	2012 Actual Expenses	Full Mailing Option	Postcard Mailing Option
KPFA	\$27,098.22	\$13,062.72	\$11,855.72
KPKF	\$26,507.07	\$12,242.41	\$11,111.21
KPFT	\$9,386.96	\$6,724.32	\$6,102.99
WBAI	\$21,834.21	\$13,059.97	\$11,853.23
WPFW	\$14,398.78	\$6,492.95	\$5,893.00
<b>Totals</b>	<b>\$99,225.24</b>	<b>\$51,582.37</b>	<b>\$46,816.15</b>