

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD REGULAR MEETING
From Various Locations via Telephone Conference
DRAFT AGENDA - Open Meeting
Thursday, March 3, 2016 - 8:30PM ET

I. **Call to Order**

A. Roll call and establishment of quorum

| | |
|-------------------------------------|-------------------------------|
| Grace Aaron, KPFK | Tony Norman, WPFW |
| Johnathan Alexander, KPFK | Michael Novick, KPFK |
| Wesley Bethune, KPFT | Efia Nwangaza, WMXP Affiliate |
| Jim Brown, WPFW | Vinisha Patel-Adams, KPFT |
| Adriana Casenave, KPFT | Ron Pinchback, WPFW |
| Bill Crosier, KPFT | Nancy Sorden, WPFW |
| Brian Edwards-Tiekert, KPFA | Margy Wilkinson, KPFA |
| Jose Luis Fuentes-Roman, KPFA | |
| Jevon Gammon, Uhuru Radio Affiliate | |
| Jan Goodman, KPFK | |
| Janet Kobren, Listener, KPFA | |

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

C. Excused absences

D. Agenda Approval (30 min.)

E. PNB Officers Election results (5 min.)

F. Minutes Approval (10 min.)

- 12.03.15 Draft PNB OPEN meeting minutes
- 12.29.15 Draft PNB OPEN meeting minutes
- 01.28.16 Draft PNB Regular OPEN meeting minutes
- 02.04.16 Draft minutes of continuation meeting of 01.28.16 PNB Regular OPEN PNB meeting

II. WBAI Directors (30 min.)

A. Motion to amend the motion adopted January 28, 2016
[Casenave]

(see APPENDIX A below)

B. Motion Re. Seating a WBAI Director
[Casenave]

(see APPENDIX B below)

C. New WBAI LSB officers and 2016 WBAI Directors elections motion

[Kobren]

(see APPENDIX C below)

III. CFO Report (20 min.)

IV. PNB Committees and Taskforces

A. Status of PNB committees/taskforces population (5 min.)

(see 022716 2016 PNB Cmte, WG & TF list.pdf file attached to email with agenda)

1. Results of contested PNB committee seats elections
2. Status of LSB Population of PNB committee Process

IV. PNB Committees and Taskforces (cont.)

B. Finance Committee (50 min.)

(see FY2016 IncStmnt Jan21.xls.xlsx file attached to email with agenda)

1. Approval of 2016 KPFA Budget

(see APPENDIX D and KPFA Preliminary FY16 Budget LSB-NFC Approved w- deprec and FY15 actuals.xlsx file attached to email with agenda)

2. Approval of 2016 KPFT Budget

(see APPENDIX E and KPFT_Prelim_FY2016_Budget_Version_Management MVS 110415 1.xlsx file attached to email with agenda)

3. Approval of 2016 PNO Budget

(see APPENDIX F and NO Preliminary FY2016 Budget Template 10 26 2015.xlsx file attached to email with agenda)

4. Approval of 2016 PRA Budget

(see APPENDIX G and PRA Budget FY 2016 Semi-Final (2).xlsx file attached to email with agenda)

5. Approval of 2016 KPFK Budget

(see APPENDIX H and KPFK FY2016 budget semi-final.xlsx file attached to email with agenda)

6. 2016 WBAI and WPFW Budgets

(see WBAI_Budget_12142015.xlsx and WPFW FY2016 Budget NFC submitted 020916.xlsx files attached to email with agenda)

C. Governance Committee motion (10 min.)

(see APPENDICES I&J below)

V. New Business

- A. Motion to Rescind Resolution Extending Terms of LSB Members
[Goodman] (10 min.)

(see APPENDICES K&L below)

- B. Motion to Rescind Election of Affiliate Director Jevon Gammon
[Goodman] (10 min.)

(see APPENDIX M below)

- C. Motion to Rescind Election of Affiliate Director Efia Nwangaza
[Goodman] (10 min.)

(see APPENDIX N below)

- VI. Adjourn** (by 11:30 PM ET)

APPENDIX A:

Motion to amend the motion adopted January 28, 2016

[Casenave, noticed 2/29/16]

Per Robert's Rules of Order (11th edition), §35, page 305: "Amend a motion previously adopted" to amend the following motion adopted January 28, 2016.

"Whereas the list of WBAI Delegates claimed to have been elected as Directors on January 26, 2016, submitted by a particular group of Delegates, is not valid because said election occurred at a meeting in which quorum was not obtained and votes were cast including one person (Kathryn Davis) whom the PNB had determined on January 21, 2016, was not in fact a duly seated Delegate (Ms. Davis instead remaining a runner-up), and
Whereas, the Delegates of WBAI have therefore failed to submit a valid list of elected Directors for the 2016 Pacifica National Board (PNB), whose seating in late January is required in the bylaws and which date for this year (January 28, 2016) has been publicly calendared at kpftx.org since December 23, 2015, and
Whereas, three of WBAI present directors are off of the local board by virtue of term limit (Coleman) and term expiration and replacement (Birden and Brown), and

Whereas, the 1-year term of all four of its 2015 Directors has expired, be it resolved

That while the 2015 WBAI Directors are welcome to participate in future PNB discussions and remain bound by fiduciary responsibility, they shall not vote on matters before the board, and that this shall continue to be the case until WBAI holds the required elections and submits results to the PNB, and further

That the WBAI Delegates shall meet on Wednesday, February 10, at 9 PM, at the same location as the meeting of the WBAI Local Station Board scheduled for 7 PM that day, for the purpose of electing 2016 Directors to the Pacifica National Board. At such meeting and any later 2016 meetings of the WBAI Delegates, as per the PNB's motion adopted January 21, 2016, determining the bylaws-compliant occupant of the seat vacated by the term-limited former staff Delegate (Janet Coleman), Vajra Kilgour shall remain seated as a Delegate and Kathryn Davis shall not be seated as a Delegate."

The amendment will eliminate the fifth paragraph from the motion:

"That while the 2015 WBAI Directors are welcome to participate in future PNB discussions and remain bound by fiduciary responsibility, they shall not vote on matters before the board, and that this shall continue to be the case until WBAI holds the required elections and submits results to the PNB, and further"

So that the PNB motion adopted January 28, 2016 will read:

"Whereas the list of WBAI Delegates claimed to have been elected as Directors on January 26, 2016, submitted by a particular group of Delegates, is not valid because said election occurred at a meeting in which quorum was not obtained and votes were cast including one person (Kathryn Davis) whom the PNB had determined on January 21, 2016, was not in fact a duly seated Delegate (Ms. Davis instead remaining a runner-up), and

Whereas, the Delegates of WBAI have therefore failed to submit a valid list of elected Directors for the 2016 Pacifica National Board (PNB), whose seating in late January is required in the bylaws and which date for this year (January 28, 2016) has been publicly calendared at kpftx.org since December 23, 2015, and

Whereas, three of WBAI present directors are off of the local board by virtue of term limit (Coleman) and term expiration and replacement (Birden and Brown), and

Whereas, the 1-year term of all four of its 2015 Directors has expired, be it resolved

That the WBAI Delegates shall meet on Wednesday, February 10, at 9 PM, at the same location as the meeting of the WBAI Local Station Board scheduled for 7 PM that day, for the purpose of electing 2016 Directors to the Pacifica National Board. At such meeting and any later 2016 meetings of the WBAI Delegates, as per the PNB's motion adopted January 21, 2016, determining the bylaws-compliant occupant of the seat vacated by the term-limited former staff Delegate (Janet Coleman), Vajra Kilgour shall remain seated as a Delegate and Kathryn Davis shall not be seated as a Delegate."

APPENDIX B:

Motion Re. Seating a WBAI Director

[Casenave, noticed 2/23/16]

"Whereas, the Delegates of WBAI failed to submit a valid list of elected Directors for the 2016 Pacifica National Board (PNB), which seating in late January is required by the bylaws and which date for this year was January 28, 2016, and

Whereas, on January 28, 2016, the PNB approved a motion directing the WBAI Delegates to meet on February 10, 2016 after their regular Local Station Board meeting and in the same venue, to elect 2016 Directors but only half the Delegates appeared, and

Whereas the law of the State of California states in CA Corp 5220. "[...] (b) that unless the articles or bylaws otherwise provide, each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, unless the director has been removed from office", and

Whereas the Foundation Bylaws, in Article Five, Board of Directors of the Foundation, Section 7, state that "Directors shall be removed from the position of Director, and cease to be a Director upon the occurrence of any of the following: [...] (F) upon the expiration or termination for any reason of said Director's term as a Delegate for his/her radio station s/he represents ..." and,

Whereas, three of WBAI's 2015 Directors have been removed by virtue of a 6-year term limit in the case of Janet Coleman (seated 12/23/09), and term expiration without running for re-election (seated on 12/8/10) and replaced as delegates in the case of Carolyn Birden and Steve Brown, leaving WBAI listener-delegate Cerene Roberts (seated 1/9/13) as the only 2015 Director eligible to continue, be it hereby resolved

That until an election of 2016 WBAI Directors is completed by the properly seated WBAI Delegates (as per the PNB's motion of January 21, 2016) and a report of the election results are submitted to the PNB secretary, only WBAI listener-Director Cerene Roberts shall be considered seated on the Pacifica National Board of Directors.

This motion shall take effect immediately upon its passage."

APPENDIX C:

New WBAI LSB officers and 2016 WBAI Directors elections motion

[Kobren, noticed 3/2/16]

Whereas per the bylaws, Article 7, Section 1 a Local Station Board is a “standing committee” of the PNB, and

Whereas Article 7, Section 6B of the bylaws say, “There shall be a meeting of the LSB in December each year to seat newly elected Delegates and to elect LSB officers, and in early January to elect Director(s)”, and

Whereas per the January 28, 2016 PNB-approved motion that instructed the WBAI LSB to hold meetings on February 10, 2016 to elect its new officers and its 2016 Directors and such meetings were held but did not reach quorum thereby those elections did not take place, and

Whereas per Article 8, Section 1 four WBAI vacancies exist on the PNB, and

Whereas the purpose of Article 5, Section 3B of the bylaws specifying the use of STV for electing the three Listener Directors from each station is in order for station Directors on the PNB to proportionally reflect their station’s LSB listener members,

Resolved that the elections for new WBAI LSB officers and the 2016 WBAI Directors be conducted via email culminating in a public verification of the ballots tallies, and

Further resolved that the elections teller shall be Terry Goodman and the ballot recipient shall be Joseph Davis, and

Further resolved that the PNB directs the PNB Secretary to do the following:

1. send out a call via email to all WBAI LSB Delegates for nominations for their four LSB officers (Chair, Vice Chair, Secretary, Treasurer) to be submitted to the PNB Secretary with copy to the WBAI LSB members and the PNB by Thursday, March 10, midnight ET;
2. send out a call via email to all WBAI LSB Delegates for nominations for their three Listener-Sponsor Directors and one Staff Director to the PNB Secretary with copy to the WBAI LSB members and the PNB by Thursday, March 10, midnight ET (Reminder: Per Article 7, Section 5 of the bylaws, an LSB officer cannot concurrently serve as a Director);
3. prepare 6 ballots for 6 elections for 8 seats, each to include the respective nominees plus one write-in, but not to include any nominees who no later than Thursday, March 10, 9:00 PM ET turn down their nomination or withdraw from running as a candidate for their respective office or seat, as follows:
 - 1) five IRV elections for five seats: one election for the LSB Chair, one for the LSB Vice Chair, one for the LSB Secretary, one for the LSB Treasurer and one for the Staff Director; and
 - 2) one STV election for the three Listener-Sponsor Directors;
4. email the 6 ballots with instructions to the WBAI LSB Delegates, copy to Terry Goodman and Joseph Davis by Friday, March 11, midnight ET (Note that the PNB

Secretary must be provided the correct email addresses of the 24 WBAI LSB members);

Further resolved that the WBAI LSB Delegates shall have until Monday, March 14, midnight ET to email their completed ballots per the ballot instructions to teller Terry Goodman and ballot recipient Joseph Davis, and

Further resolved that teller Terry Goodman shall tally the ballots by Tuesday, March 15, midnight ET, and

Further resolved that there be a public verification of the ballot tallies with the teller and ballot recipient (or designee) on Wednesday, March 16 at the KPFT station, time TBD after which teller Terry Goodman is to immediately report via email the ballot results of the 6 elections to the WBAI LSB Delegates, the PNB and the PNB Secretary, and

Further resolved that upon the WBAI LSB, the PNB and the PNB Secretary having received the teller's results report, those elected as WBAI's LSB officers and PNB Directors shall immediately assume their service.

Article Seven, Local Station Boards, Section 1: Local Station Boards

There shall be a standing committee of the Board of Directors for each Foundation radio station which shall be known as the Local Station Board ("LSB"). The powers, duties and responsibilities of the LSBs shall be those set forth in these Bylaws and such other powers, duties and responsibilities as the Board of Directors may from time to time delegate to them.

(http://pacificafoundation.org/indexed_bylaws/art7sec1.html)

Article Seven, Local Station Boards, Section 6: Meetings

B. TIME AND PLACE

... There shall be a meeting of the LSB in December each year to seat newly elected Delegates and to elect LSB officers, and in early January to elect Director(s). ...

http://pacificafoundation.org/indexed_bylaws/art7sec6.html

Article Eight, Other Committees of the Board of Directors, Section 1: Committees of the Board

In addition to the Local Station Boards, the Board of Directors may, by resolution, designate one or more committees, to serve at the pleasure of the Board. Any such committee shall have only such authority as provided by resolution of the Board and no committee may without full Board review and approval:

...

B. Fill vacancies on the Board or in any committee (except that Delegates may fill vacancies on the board for their local station area);

(http://pacificafoundation.org/indexed_bylaws/art8sec1.html)

APPENDIX D:

2016 KPFA Budget

[NFC, as of 2/23/16]

Motion: "The National Finance Committee recommends the KPFA budget to the Pacifica National Board for approval, with the following provisos:

1) That the KPFA Business Manager adjust the budget to account for depreciation expense in accordance with the depreciation motion passed by the NFC. [NB: This adjustment has been made to the budget attached to this email]

2) That the PNB approve the following measure recommended by the KPFA LSB:

"Windfall income at KPFA (e.g., from reinstated CPB funding) shall be applied toward reducing total days in fund drive towards a target goal of 60 days per year." (passed 5 for, 1 against, 3 abstentions)

Notes: This is a break-even budget, built on relatively conservative assumptions. The only major risk in the budget is that it counts on \$200,000 in bequest/planned giving income. While that is below KPFA's annual average in this category, such income is unpredictable, and it would not be unprecedented for KPFA to go an entire year without receiving a bequest (to date, none have come in during this fiscal year).

KPFA's plan is to offset any shortfall in that area by increasing fund drive goals and controlling expenses. So far, that has worked: even without bequest money, KPFA outperformed this budget over the first quarter-- both raising more than budgeted, and spending less. Over the first quarter of FY2016, KPFA's budget projects net income of +\$32,592; Pacifica's income statements show it actually achieved +\$106,919 over that period.

KPFA's cash position, however, is tenuous: because of a PNB motion last fall re-allocating \$400,000 in bequest revenues from KPFA to the National Office, the station is not carrying any reserve--it is sometimes holding bills to get to the next fund drive.

Regarding the second proviso: KPFA has adopted a strategic goal of reducing the number of days it spends fundraising, in order to reverse listener and donor fatigue. To that end, it has begun diversifying revenues (for example: first quarter financial results show car donations increased 250% year-over-year to \$22.5k; community events revenues increased 238%, to \$43k; a new Summer Arts Fair netted \$18k in FY2015 and will be repeated in FY2016 with a net goal of \$20k; grant-writing initiatives are underway, but unsuccessful as of now). KPFA also used windfall bequest income to cancel its Summer Fund Drive in 2015 in hopes of increasing per-day returns in subsequent fund drives and breaking the cycle of extending fund drives and diminishing returns. So far, that's worked: KPFA's fund drives have been raising more money in less time than last year. The KPFA LSB would like to apply any further windfall bequest revenues toward advancing the goals of shrinking our total time in fund drive to no more than 60 days per year, and the National Finance Committee concurred with that recommendation.

APPENDIX E:

2016 KPFT Budget

[NFC, as of 2/23/16]

Motion: "The National Finance Committee Recommends approval of the KPFT budget, with the following proviso:

That KPFT, prior to submitting this budget for final PNB approval, adjust its budget to accommodate cash payments totaling \$13,694.16 to catch up on past-due pension obligations. And add \$1,500 per month catch-up payments for inter-company payables that KPFT owes." (Passed without objection) [**NB:** This revision has not been made in the budget attached to this email]

NOTES: KPFT's budget is a break-even budget premised on revenues staying approximately constant, year over year. However, KPFT's General Manager has reported that fund drive performance has been falling short of budgeted goals by roughly 33%, leading KPFT to run a first-quarter deficit of -\$8108 (vs. a budgeted surplus of \$34,520 over the same period).

APPENDIX F:

2016 Pacifica National Office Budget

[NFC, as of 2/23/16]

Motion: “The NFC recommends approval of the Pacifica National Office FY16 budget with the following provisos:

1. The National Office shall adjust its budget's cash flow to show the payment of past-due pension contributions to current and former National Office employees. [NB: this revision has not been made in the version attached to this email]

2. The Pacifica National Office shall prepare a contingency plan for the event of stations not paying Central Services per their budgets.” (Passed without objection)

Notes:

Thanks to better-than-budget revenues from Affiliate fees and SCA leases, the National Office has slightly outperformed its proposed budget over the first quarter of FY2016. The lion's share of its revenue, however, comes from Central Service levies paid by the stations--and much of what is recorded in these financial statements as revenue on that line is actually IOUs that several stations cannot afford to pay. This has a severely de-stabilizing effect on the National Office, and can have snowballing financial implications: for instance, if unpaid dues mean the National Office cannot pay our auditors, Pacifica will lose any hope of getting CPB funding reinstated.

APPENDIX G:

2016 Pacifica Radio Archive Budget

[NFC, as of 2/23/16]

Motion: "The NFC recommends the Pacifica Radio Archive FY16 budget with the following proviso: In order to replenish its reserves, the Pacifica Radio Archive shall raise \$3,000 per month more than budgeted effective January 1, 2016, or cut an equivalent amount of spending. If the unit does not comply with the proviso the Executive Director and the CFO will make the cuts in collaboration with the unit head." (Passed 3 for, 2 against 2 abstentions)

Notes:

This is a break-even budget, whose expense and revenue targets the Pacifica Radio Archive appears to be meeting as of the end of December.

The National Finance Committee had two concerns about it: First, like the National Office, the Pacifica Radio Archive budget relies on dues from stations that have not been able to afford to pay them timely -- this creates a cash flow problem the Archive needs a reserve to cushion. Second, this budget relies on an unprecedented four days of on-air fundraising carried by all five stations (two in November, one in April, one in August). It is unclear if the stations have agreed to carry that much fundraising for the Archive, if such fundraising will conflict with local fund drives at those stations, and if the Archive can sustain that quantity of fundraising without the onset of donor fatigue. In Fiscal Year 2015, the Archive ran an \$80,000 deficit because it could not meet its budgeted fund drive goals--which is why it has no reserve to speak of today.

APPENDIX H:

2016 KPFK Budget

[NFC, as of 2/23/16]

Motion: "The NFC recommends approval of the KPFK budget, with the following provisos:

1. That the restoration of staff hours be contingent upon, and proportional to, the achievement of fundraising goals in the budget.
2. Prior to submitting this budget for PNB approval, KPFK management shall correct transmitter rent expense to be in line with the prior year, and update direct mail expense to reflect the cost of its budgeted mail fund drive." (Passed 6 for, 2 against)
[NB: these revisions have not been made to the version attached to this email]

Notes: This budget projects a surplus of \$119k and, so far, KPFK is performing slightly better than budget. However, most of that surplus (about \$100,000) is generated by staffing reductions that were only temporary. (Full-time staff had their hours and pay reduced by half for the first quarter of Fiscal Year 2016 -- but they've since been restored to 80% time). That means, at present, KPFK is operating on a break-even basis going forward, without enough surplus to put much of a dent in its sizable pile of unpaid bills (KPFK is still working to determine exactly how large its outstanding payables are -- it has had the worst-kept financial records in the network since early 2014).

APPENDIX I:

Proposed 2016 Bylaws Amendment Timeline

[Governance Committee, approved 3/1/16]

- Thurs. 3/3 PNB vote re. notice date of Sun. 4/17/16
(By Mon. 3/7, PNB secretary to provide timeline for posting on pacifica.org. By Sun. 4/10, PNB secretary to alert stn. mgmt and tech staff that time-sensitive material will be coming their way)
- Sun. 4/10 Materials to PNB secretary in designated format(s) from directors, delegates, or petitioning members.
(By Thurs. 4/14, sec’y to provide “Amendment Notice” sound file to stn. mgmt and text to techs for publication by 12:01am, Sun. 4/17)
- Sun. 4/17-Thurs. 6/13X daily on-air announcements on all 5 stations
- Thurs. 6/1 PNB vote on proposed amendments
- Sun. 7/30 Last possible Delegates’ vote on PNB-approved amendments
- Fri. 9/28 or earlier Ballots containing proposed amendments must be mailed no later than 60 days after last Delegate vote (This date is subject to adjustment and the matter of a membership ballot should be brought to the attention of the 2016 NES.)

APPENDIX J:

2016 Bylaw Amendments **[Governance Committee as of 3/1/16]**

Proposed bylaw amendments may come from six or more directors, or the majority of 2 stations' delegates, or via a petition signed by 1%* of the membership. Whatever the source, proposed amendments must be delivered in the designated format** to the foundation secretary before the notice date.

Bylaws are amended upon a vote of the majority of the full PNB followed by the majority of all Delegates at each of 3 stations voting separately.

Proposed amendments via member-initiated petition that are not approved by the PNB and/or Delegates can be approved by the majority vote of the membership where the quorum is 10% for listener-members and 25% for staff-members in a ballot that must be sent within 60 days of the last vote of Delegates. (The 2016 NES will have to be notified and kept abreast if any such petitions are presented.)

A membership vote, by ballot, is also required on certain matters specified in (B) 3 at http://pacificafoundation.org/indexed_bylaws/art17sec1.html, regardless of which of the three groups (directors, delegates, or member-petitioners) proposed the amendment.

For reference:

http://pacificafoundation.org/indexed_bylaws/art17sec1.html

http://pacificafoundation.org/indexed_bylaws/art3sec7.html

http://pacificafoundation.org/indexed_bylaws/art3sec8.html

* 1 Percent Signature Requirement

In the case of WPFW where a regular election was not held, management could be asked to query MEMSYS. For the other stations, using the final membership numbers from the last elections might be a good way to estimate the number of signatures needed. Below is the breakdown by station. If the membership figures were first totaled and then quorum calculated for network-wide vote, then quorum may change a bit.

KPFA:

Listeners: 16,261; 1 % = 163; 10% participation = 1,626; approval = 814
Staff: 278; 1% = 3; 25% participation = 70; approval = 36

KPFK:

Listeners: 15,450; 1 % = 155; 10% participation = 1,545; approval = 773
Staff: 239; 1% = 2; 25% participation = 60; approval = 31

KPFT:

Listeners: 6,012; 1 % = 60; 10% participation = 601; approval = 301
Staff: 159; 1% = 2; 25% participation = 40; approval = 21

WBAI:

Listeners: 8,178; 1 % = 82; 10% participation = 818; approval = 410
Staff: 175; 1% = 2; 25% participation = 44; approval = 23

WPFW: (No balloting. Numbers are from NES report in August at <http://elections.pacificafoundation.org/wordpress/preliminary-voter-totals/>)

Listeners: 6,681; 1 % = 67; 10% participation = 668; approval = 335
Staff: 175; 1% = 2; 25% participation = 44; approval = 23

** The committee might want to recommend a delivery mechanism for petitions. Obviously emailed Excel files would reduce the labor but it would also be reasonable to then have the hard copies sent to secretary's attention at the National Office.

As to the petition itself, what information is required? Will faxed signatures, PDFs, etc. be accepted? To facilitate membership verification, should there be a requirement that all signatures on a given petition sheet be from a single station

APPENDIX K:

Motion to Rescind Resolution Extending Terms of LSB Members

[Goodman, noticed 2/25/16]

Whereas, by error, the PNB passed a motion on May 7, 2015 which had the effect of attempting to extend the terms of Delegates/LSB members, not realizing that without the approval of the members, such an action was contrary to the Pacifica Bylaws; and

Whereas the PNB now recognizes that the PNB had no right to pass such an action without the approval of the membership pursuant to the Bylaws, Article 17, Section 1 B (3) (i). and

Whereas the membership did not vote to approve such a change, The PNB hereby recognizes that the above attempted extension of terms was not legitimate and .

Wherefore, it is recognized that the Delegates/LSB members (or their replacements) whose terms began in 2012 are hereby recognized as having completed their terms in December of 2015. We thank them and excuse them from further service at this time. And furthermore,

The runners up who ran in the 2015 election should be seated forthwith to fill the seats vacated by the people whose terms ended in 2015.

Per the Bylaws, if there are insufficient runner's up, the newly seated Delegates/LSB should vote to seat such additional people as may be necessary to bring the LSB to 24 members,

APPENDIX L:

MOTION ON DELEGATE ELECTIONS IN 2015

Adopted by the Elections Committee - 3/10/15

Approved as amended by the PNB - 5/7/15

Approved as amended by the PNB - 11/5/15

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 for 3-year terms, at each of its five stations, and, except at KPFFK, 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 for 3-year terms, and, except at KPFFK, the winners shall, in December 2016, replace the then-currently serving Delegates whose terms would ordinarily expire in December 2015.

At KPFFK, 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 KPFFK 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.

APPENDIX M:

Motion to Rescind Election of Affiliate Director Jevon Gammon

[Goodman, noticed 2/29/16]

Whereas, the Pacifica Bylaws require that Affiliate Directors represent Affiliate Stations; and

Whereas the Bylaws define an Affiliate Station as one which has a written agreement with Pacifica, (Bylaws, Art. 5 Sec. 4A); and

Whereas no exceptions for the written agreement requirement, as of the date of the election appear in the Bylaws; and

Whereas the Bylaws require that meetings at which the Election of Affiliate Directors shall be elected are required to have 30 days' notice; and

Whereas the UHURU Radio's written agreement lapsed October 15, 2015, and it had not been renewed by December 11, 2015, the date that it's nominee/representative JEVON GAMMON was elected, nor is it current as of this date; and

Whereas the date that notice of the December 11, 2015 meeting was given was December 3, 2015, thus 30 days' notice of the December 11th meeting at which GAMMON was elected was not given; and

Whereas previously the PNB was not aware that the aforesaid election violated the Bylaws as stated above; and

Whereas, the PNB recognizes that it is therefore required to hold new elections for Affiliate Directors, in order to rectify such violations of the Bylaws,

Wherefore, be it resolved that:

The election of JEVON GAMMON as Affiliate Representative is hereby rescinded; and

Notice is hereby given that a new election for Affiliate directors is hereby scheduled for April 7, 2016; and

Further, the scheduling and the supervision of the election is hereby delegated to the Affiliates Task Force with the cooperation of the Affiliates Manager, to be carried out forthwith.

APPENDIX N:

Motion to Rescind Election of Affiliate Director Efia Nwangaza

[Goodman, noticed 2/29/16]

Whereas, the Pacifica Bylaws require that Affiliate Directors represent Affiliate Stations; and

Whereas the Bylaws define an Affiliate Station as one which has a written agreement with Pacifica, (Bylaws, Art. 5 Sec. 4A); and

Whereas no exceptions for the written agreement requirement, as of the date of the election appear in the Bylaws; and

Whereas the Bylaws require that meetings at which the Election of Affiliate Directors shall be elected are required to have 30 days' notice; and

Whereas the WMXP Radio's written agreement lapsed about 2011, and it had not been renewed by December 29, 2015, the date that it's nominee/representative EFIA NWANGAZA was elected, nor is it current as of this date; and

Whereas the date that notice of the December 29, 2015 meeting was given was December 18, 2015, thus 30 days' notice of the December 29th meeting at which EFIA NWANGAZA was elected was not given; and

Whereas the PNB was not aware that the aforesaid election violated the Bylaws as stated above; and

Whereas, the PNB recognizes that it is therefore required to hold new elections for Affiliate Directors, in order to rectify such violations of the Bylaws,

Wherefore, be it resolved that:

The election of EFIA NWANGAZA as Affiliate Representative is hereby rescinded; and

Notice is hereby given that a new election for Affiliate directors is hereby scheduled for April 7, 2016; and

Further, the scheduling and the supervision of the election is hereby delegated to the Affiliates Task Force with the cooperation of the Affiliates Manager, to be carried out forthwith.