

**Draft Agenda
 PNB Special Call-in Meeting
 Open/Public session
 September 14, 2017 8:30 pm ET**

Item #	Item	Time
1	Call to Order Roll Call Identify Timekeeper Excused absences	10 min
2	Agenda Approval	15 min
3	Minutes Approval 8-17-17	5 min
4	Motion: Suspension of Voting Rights	15 min
5	Motion: Telephonic Meetings	15 min
6	Adjourn to closed session: Time Certain 9:30 PM ET	

KPFA: Sabrina Jacobs TM Scruggs Aki Tanaka Andrea Turner KPFK: Grace Aaron Jonathan Alexander Jan Goodman Mansoor Sabbagh	KPFT: Adriana Casenave Bill Crosier Rhonda Garner Robert Mark WBAI: Kathryn Davis Ken Laufer Cerene Roberts Alex Steinberg	WPFW: Jim Brown Benito Diaz Nancy Sorden Maskeelah Washington Affiliates: David Beaton Themba Tshibanda
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Following motion is noticed to be considered at a later meeting.

Motion: Rescind previous motion on Management Letter by Robert Mark

Rescind the Motion passed by PNB on July 27, 2017 regarding the Auditors Management Letter and refer back to committee to draft a new motion based on the 2015 Audit Management Letter.

Motion: Suspension of Voting Rights by Robert Mark

The Pacifica Bylaws do not grant any authority to suspend the voting rights of any Delegate or Director prior to a vote to remove in accordance with Article Four, Section 9 and Article Five, Section 7 of the Pacifica Bylaws.

As our Bylaws supersede Robert's Rules in these specific instances, Robert's Rules cannot be interpreted in any way to circumvent this prohibition.

Any actions that are contrary to this interpretation will be considered null and void.

Article Five, Board of Directors of the Foundation, Section 7: Removal of Directors

Consistent with applicable law, any Director shall be removed from the position of Director, and cease to be a Director upon the occurrence of any of the following: (A) said Director's death or resignation; (B) upon the occurrence of a disqualifying act, e.g. candidacy, election or appointment to a political office; (C) failure of a Director to attend three consecutive Board meetings, which absences have not been excused by a majority vote of the Directors present and voting at the meetings in question; (D) upon the fair and

reasonable determination by a 2/3 vote of all the Directors on the Board (excluding the Director in question) after a review of the facts that said Director has exhibited conduct that is adverse to the best interests of the Foundation; (E) upon the 2/3 vote of the Delegates present and voting (but not less than a majority of all the Delegates) of the radio station that elected said Director (excluding the vote of the Director in question) that said Director has exhibited conduct that is adverse to the best interests of the Foundation; or, in the case of an "Affiliate Representative" or "At-Large" Director, upon the vote of the Delegates from a minimum of three radio stations, voting separately, that said Director has exhibited conduct that is adverse to the best interests of the Foundation, provided that a 2/3 vote of the Delegates present and voting (but not less than a majority of all the Delegates) for each radio station shall be required to remove an "Affiliate Representative" or "At-Large" Director; or (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 or upon the removal of the Director as a Delegate by the Members pursuant to Section 9 of Article 4 of these Bylaws. In the event of a removal proceeding pursuant to this Section 7(D) or 7(E), the Director shall be afforded reasonable and appropriate due process according to the circumstances, including notice and an opportunity to be heard. Removal of a Director hereunder shall also constitute removal of said Director from any position as a Foundation Officer and from any positions on a committee that s/he held by nature of his/her role as a Director. Notice of a meeting to remove a Director must be given at least 30 days in advance of said meeting.

Article Four, Delegates, Section 9: Removal of Delegates

Any Delegate shall be removed from the position of Delegate, and cease to be a Delegate, upon the occurrence of any of the following: (A) said Delegate's death or resignation; (B) upon the occurrence of a disqualifying act, e.g. the appointment to an elected political office; (C) failure of a Delegate to attend three consecutive Local Station Board meetings, which absences have not been excused by a majority vote of the LSB members present at the meetings in question; (D) upon the fair and reasonable determination, by a 2/3 vote of all the Directors of the Foundation, or a 2/3 vote of all the Delegates for the same radio station as the Delegate in question, at a meeting on said issue, after a review of the facts, that, in its sole discretion, said Delegate has exhibited conduct that is adverse to the best interests of the Foundation or the radio station; or (E) upon the majority vote of the class of Members associated with the radio station who originally elected the Delegate voting by written ballot in an election to remove said Delegate, provided that a quorum is established by written ballot, and further provided that before any such election may be held the Secretary of the appropriate Local Station Board shall first have received a petition signed by at least two percent (2%) of the appropriate class of Members affiliated with that radio station seeking said Delegate's removal due to conduct by the Delegate that is specifically alleged in the petition to be adverse to the best interest of the Foundation or the local radio station. In the event of a removal proceeding pursuant to this Section 9(D) or 9(E), the Delegate must be afforded reasonable and appropriate due process according to the circumstances, including notice and an opportunity to be heard at the meeting or in writing if a written ballot is submitted to the Members. Any Delegate who is removed who was simultaneously serving as a Foundation Director or an officer of the Foundation or an LSB shall also be deemed removed from any and all of these positions and from any positions on a committee that s/he held by reason of his/her role as a Delegate or Director. Notice of a meeting to remove a Delegate must be given in writing at least thirty (30) days in advance. A Delegate removed pursuant to this Section 9(D) or 9(E) shall not be eligible for reelection as a Delegate for a period of three (3) years.

Motion: RESOLUTION PERMITTING TELEPHONIC PARTICIPATION IN LOCAL STATION BOARD AND DELEGATE MEETINGS by Jan Goodman

WHEREAS the Pacifica Bylaws are silent on the issue of telephonic participation in LSB/Delegate meetings; and

WHEREAS certain elected Members of Local Station Boards/Delegates (Members) are periodically unable to attend LSB and/or Delegate Meetings (hereafter Meeting) due to exigent circumstances.

Said exigent circumstances include the following:

- I. Some Members have health issues which would be adversely affected by attending a Meeting;
and
- II. Some stations have terrestrial listeners who live more than 100 miles away from where meetings are held; and
- III. Some Members cannot attend a or several meetings because they have travelled more than 100 miles away at the time that a Meeting takes place.

Whereas when such a member is unable to participate in meetings, the democratic nature of the Pacifica Foundations governance structure is compromised.

THEREFORE, In order to facilitate more democratic participation in the Pacifica Governance Structure;

BE IT RESOLVED THAT

Members of Local Station Boards/Delegates may participate in regular and special meetings by telephone conference, video screen communication or other communications equipment, in exigent circumstances, defined as

- 1. The health limitations of the Delegate/LSB Member (hereafter Member) would be harmed or impinged upon by attending an LSB or Delegate Meeting (hereafter Meeting); or
- 2. The Delegate/LSB member is 50 or more miles away from the meeting at the time that the meeting takes place.

Telephonic presence of the member under this Section shall constitute presence at the meeting if all of the following apply:

- A. Said Member participating in the meeting can communicate concurrently with all other Members and vice-versa, on a comparable basis to in-person attendees such that each member can communicate with each other at said meeting.
- B. Said Member is provided the means of participating in all matters before the Board, including the capacity to propose or to interpose an objection to, a specific action to be taken by the Foundation, and including the right to vote either by voice vote or by email
- C. The Board has a means of verifying that the person participating at the meeting is a Member (including by other members recognizing the voice of said member); and that.
- D. The Public is able to hear all communications among all members.
