

Approved Minutes
Pacifica National Board Special Call-In Meeting
Open/Public Session,
Thursday September 14, 2017 – 8:30 PM ET

Audio of the meeting are archived at:
<https://kpftx.org/archives/pnb/pnb170914/pnb170914a.mp3>
<https://kpftx.org/archives/pnb/pnb170914/pnb170914b.mp3>

1. Open/Public Session Call to Order.

Chair Jonathan Alexander called the meeting to order.
Secretary Akio Tanaka called the roll.

A. Roll call

Present: Grace Aaron, Jonathan Alexander, *David Beaton, Jim Brown, Adriana Casenave, Bill Crosier, Kathryn Davis, Benito Diaz, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, *Cerene Roberts, Mansoor Sabbagh, TM Scruggs, *Nancy Sorden, Alex Steinberg, Akio Tanaka, Themba Tshibanda, Maskeelah Washington

Absent: Kathryn Davis, Jan Goodman, Andrea Turner

[Present: 19]

* Arrived after the Roll Call

B. Identify Timekeepers – Mansoor Sabbagh, Akio Tanaka

C. Excused absences – David Beaton, Jan Goodman

Point of Order by Adriana Casenave

To ask the Chair to stop the violation of the Pacifica Foundation Bylaws and the California Corporations Code by using a telephonic system of communication that prevents to comply with:

Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings

[Amended December 14, 2015]

The Board may hold regular and special meetings by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

A. Each Director participating in the meeting can communicate concurrently with all other Directors.

B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.

C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

CORPORATIONS CODE - CORP

TITLE 1. CORPORATIONS [100 - 14631] (Title 1 enacted by Stats. 1947, Ch. 1038.)

DIVISION 2. NONPROFIT CORPORATION LAW [5000 - 10841] (Heading of Division 2 amended by Stats. 1978, Ch. 567.)

PART 2. NONPROFIT PUBLIC BENEFIT CORPORATIONS [5110 - 6910] (Part 2 added by Stats. 1978, Ch. 567.)

CHAPTER 2. Directors and Management [5210 - 5260] (Chapter 2 added by Stats. 1978, Ch. 567.)

ARTICLE 1. General Provisions [5210 - 5215] (Article 1 added by Stats. 1978, Ch. 567.)

5211.

(a)Unless otherwise provided in the articles or in the bylaws, all of the following apply: ...6) Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply: (A) Each director participating in the meeting

can communicate with all of the other directors concurrently. (B) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation."

That is why I am asking the chair to stop immediately this illegal telephonic system of communication that violates the rights of Directors to communicate concurrently with all other Directors, propose, or to interpose an objection to any action to be taken by the Foundation.

Vote to uphold 'Point not well taken' ruling of the Chair:

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden,
[11Y – 5N: Chair's ruling upheld]

Approve Excused Absences: David Beaton, Jan Goodman –objected by Benito Diaz

Yes: Grace Aaron, Bill Crosier, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Nancy Sorden, Themba Tsibanda, Maskeelah Washington

Absence: Jonathan Alexander

[10Y – 6N – 1A: Absences Approved]

2. Agenda Approval

Approval of Agenda:

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tsibanda, Maskeelah Washington

[12Y – 7N: Agenda Approved]

3. Minutes Approval 8-17-17

Minutes Approval 8-17-17

Yes: Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Robert Mark, Cerene Roberts, Nancy Sorden, Themba Tshinba, Maskeelah Washington

[11Y – 8N: Minutes Approved]

Three Minute Extension

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka, Themba Tsibanda, Maskeelah Washington

No: Benito Diaz, Robert Mark, Cerene Roberts, Nancy Sorden,

Abstain: Adriana Casenave, Jim Brown

[12Y – 4N -2A: Extension Approved]

4 Motion: Suspension of Voting Rights

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.

Yes: Grace Aaron, Jonathan Alexander, David Beaton, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

Abstain: Bill Crosier, Rhonda Garner, Robert Mark

[9Y – 7N – 3A: Motion passes]

Motion to Adjourn

Yes: Jim Brown, Adriana Casenave, Benito Diaz, Robert Mark, Cerene Roberts, Nancy Sorden, Themba Tshinba, Maskeelah Washington

No: Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka,

[8Y – 11N: Adjournment fails]

Motion: To Recall the Chair

Yes: Jim Brown, Adriana Casenave, Benito Diaz, Themba Tshinba, Maskeelah Washington

No: Grace Aaron, David Beaton, Bill Crosier, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka,

Abstain: Jonathan Alexander

[5Y – 11N – 1A: Motion to Recall the Chair fails]

5. Motion: Telephonic Meeting

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.

Yes: Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka,

No: Adriana Casenave, Benito Diaz, Cerene Roberts, Themba Tshinba,
Abstain: Jim Brown, Robert Mark, Maskeelah Washington

[11Y – 4N – 3A: Motion passes]

6. Adjourn

Meeting is adjourned to closed session at 10:10 PM ET.

Akio Tanaka – 09/15/17
PNB Secretary