

**Minutes - Open/Public Session
Pacifica National Board Teleconference Special Meeting
December 13, 2018, 8:30 pm**

Note: All times here are Eastern Time.

Approved by the PNB on Jan. 31, 2019

1. Preliminary Business

The meeting was called to order at 8:44 pm by the Chair, Nancy Sorden.

Roll was taken by the pro-tem Secretary, Bill Crosier:

Directors:

P	Grace Aaron, KPFF, Listener	A	DeWayne Lark, KPFT, Listener
A	Jonathan Alexander, KPFF, Staff	P	Ken Laufer, WBAI, Listener
P	Adriana Casenave, KPFT, Listener	P	Tony Leon, WPFW, Staff
P	Chris Cory, KPFA, Listener	A	Efia Nwangaza, WMXP, Affiliate
P	Bill Crosier, KPFT, Listener	P	Alex Randall, WUVI, Affiliate
A	Joseph Davis, KPFT, Staff	P	Mansoor Sabbagh, KPFF, Listener
A	Kathryn Davis, WBAI, Staff	P	Nancy Sorden, WPFW, Listener
A	Benito Diaz, WPFW, Listener	PL	Alex Steinberg, WBAI, Listener
P	Jan Goodman, KPFF, Listener	P	Carole Travis, KPFA, Listener
P	William Heerwagen, WBAI, Listener	P	Tom Voorhees, KPFA, Listener
P	Sabrina Jacobs, KPFA, Staff	P	Maskeelah Washington, WPFW, Listener

Others:

P Maxie Jackson III, Executive Director
P John Tatum, Parliamentarian

Legend: P = Present at roll call, PL = Present but Late, A = Absent, EA = Excused absence

Quorum was established, with 15 Directors present at roll call.

Casenave raised a Point of Order, that this meeting is to elect Affiliate Directors but did not have 30 days notice. The Chair ruled that not well taken and that this question should be brought up when we get to that item on the agenda, that the PNB will just be approving procedures for voting by e-mail anyway and will not be voting on Affiliate Directors this evening, and in the meantime we should move on to the earlier items on the agenda. Casenave challenged the ruling of the Chair. The Parliamentarian advised that the body should proceed with other preliminary business before dealing with this point of order.

Travis moved to excuse absences of Nwangaza, K. Davis, and Diaz. Randall seconded the motion. The motion was approved by a vote of 13 Yes, 1 No, 1 Abstain, as follows:

Yes: Aaron, Cory, Crosier, Goodman, Jacobs, Laufer, Randall, Sabbagh, Sorden, Steinberg, Travis, Voorhees, Washington

No: Heerwagen

Abstain: Leon

2. Elect Pro Tem Secretary

Crosier was nominated as Pro Tem Secretary. Casenave nominated herself. Crosier was elected by a vote of 10 for Crosier, 3 for Casenave, 3 Abstain, as follows:

Crosier: Aaron, Cory, Goodman, Jacobs, Laufer, Randall, Sabbagh, Steinberg, Travis, Voorhees

Casenave: Heerwagen, Leon, Washington

Abstain: Casenave, Crosier, Sorden

The following people were appointed as timekeepers by the Chair:

For agenda items and individual speakers: Travis

3. Affiliate Directors Election - Establish Protocol for Balloting

Casenave raised a Point of Order several times, that the meeting to elect Affiliate Directors did not have 30 days notice per the Bylaws. The Parliamentarian advised that repeatedly making the same Point of Order was a breach of protocol and violated the time limits on individual speakers. The Chair ruled that this special meeting was called specifically to deal with the Affiliate Directors election, that the 30 day notice period did not apply because the PNB would be voting by e-mail and not during the meeting tonight, and further that no other items (including approval of minutes or an ED report) could be handled tonight because they were not in the call for this special meeting. The Parliamentarian further advised that the most important thing to do was to stay out of trouble with the Bylaws as much as possible and it would hurt the organization more to delay the election of Affiliate Directors (which the Bylaws say should be done in December). The Chair agreed and made this part of her ruling.

The ruling of the chair was sustained by a vote of 13 Yes, 2 No, 1 Abstain, as follows:

Yes: Aaron, Cory, Crosier, Goodman, Jacobs, Laufer, Leon, Randall, Sabbagh, Steinberg, Travis, Voorhees, Sorden

No: Casenave, Heerwagen

Abstain: Washington

Aaron moved to extend time by 10 minutes. The motion was approved without objection.

Goodman moved her motion #2 to establish a protocol for balloting for Affiliate Directors Election (Appendix A). Crosier seconded. Casenave moved a substitute, to re-open nominations. Heerwagen seconded. Steinberg raised a Point of Order, that the substitute motion challenges the validity of nominations and that the time to do that would have been by the last meeting. The chair ruled the POO well taken so the substitute is Out of Order. Crosier raised a Point of Order, that Casenave was dominating the discussion, not allowing time for others to speak on this matter. The Chair ruled again that Casenave's substitute and discussion on it was Out of Order. The ruling of the chair was sustained by a vote of 10 Yes, 2 No, 2 Abstain, as follows:

Yes: Aaron, Cory, Crosier, Goodman, Jacobs, Sabbagh, Sorden, Steinberg, Travis, Voorhees

No: Casenave, Heerwagen

Abstain: Leon, Washington

Goodman's motion #2 was approved by a vote of 10 Yes, 2 No, 3 Abstain, as follows:

Yes: Aaron, Cory, Crosier, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

No: Casenave, Heerwagen

Abstain: Leon, Washington, Sorden

6. Adjourn: The meeting was adjourned at 10:20 pm

Minutes respectfully submitted by Bill Crosier, Secretary Pro Tem

Appendix A – Agenda

Agenda, as Amended

Special PNB Meeting, Public/Open Session

Teleconference Meeting

Thursday, December 13, 2018

Directors:

Grace Aaron, KPFFK, Listener
Jonathan Alexander, KPFFK, Staff
Adriana Casenave, KPFT, Listener
Chris Cory, KPFA, Listener
Bill Crosier, KPFT, Listener
Joseph Davis, KPFT, Staff
Kathryn Davis, WBAI, Staff
Benito Diaz, WPFW, Listener
Jan Goodman, KPFFK, Listener
William Heerwagen, WBAI, Listener
Sabrina Jacobs, KPFA, Staff

DeWayne Lark, KPFT, Listener
Ken Laufer, WBAI, Listener
Tony Leon, WPFW, Staff
Efia Nwangaza, WMXP, Affiliate
Alex Randall, WUVI, Affiliate
Mansoor Sabbagh, KPFFK, Listener
Nancy Sorden, WPFW, Listener
Alex Steinberg, WBAI, Listener
Carole Travis, KPFA, Listener
Tom Voorhees, KPFA, Listener
Maskeelah Washington, WPFW, Listener

Others:

Maxie Jackson III, Executive Director
Otis Maclay, Webmaster, web streamer

_____, Secretary
John Tatum, Parliamentarian

Item #	Description	Time
1	Preliminary items	10 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
2	Elect Pro Tem Secretary	5 min
3	Affiliate Directors Election	20 min
	Establish Protocol for Balloting (motion below)	
4	Minutes approval	5 min
	for Sep. 20, 2018 open session	
	for Oct. 4, 2018 open session, with continuations on Oct. 11 and 18	
5	ED Report, Questions & Answers	30 min
6	Adjourn	

Motion #2 to Establish Protocol for Balloting for Affiliate Directors Election, as amended by Jan Goodman:

Voting for the Affiliate Representative Directors election shall be by Single Transferable Voting to elect two Affiliate Directors, in accordance with the Pacifica Bylaws. The Secretary or Secretary Pro Tem shall send out the ballots and voting instructions to all Directors other than current Affiliate Representative Directors, by Dec. 15, 2018.

The ballots shall be returned to Terry Goodman who shall be the Ballot Tabulator, and to Matthew Moore (or such other person as the Chairperson shall designate if Mr. Moore is not available) who shall be the Secondary Ballot Recipient, with the ballot return deadline no earlier than Dec. 18, 2018 and no later than Dec. 24, 2018 depending on the schedule of the Ballot tabulator and secondary ballot recipient.

The ballots shall be tabulated in a public, accessible public location, no later than Dec. 31, and the Ballot Tabulator shall announce when and where that will be, in advance, and ensure it is posted on the Pacifica meetings calendar at kpftx.org.