

**Draft Agenda**  
**Regular PNB Meeting, Public/Open Session**  
 Teleconference Meeting  
**Thursday, January 3, 2019**

**Directors:**

Grace Aaron, KPFK, Listener  
 Jonathan Alexander, KPFK, 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, KPFK, 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, KPFK, 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
<b>1</b>	<b>Preliminary items</b>	10 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
<b>2</b>	<b>Agenda Approval</b>	15 min
<b>3</b>	<b>Elect Board Secretary</b>	5 min
3a	Set Regular Meeting Date for 2019 as the first Thursday of the month	10 min
3b	Adjourn to Executive session	
<b>4</b>	<b>Declare WPFW Listener Candidates Elected, to save on elections costs of mailing and counting ballots (see Calif. Corp. Code 5522 excerpt below)</b>	20 min
<b>5</b>	<b>Affiliate Director election results and ratification of those results (motion below)</b>	10 min
<b>6</b>	<b>Delegate Elections Update, including delays in determining candidate status and resulting changes needed in timeline</b>	20 min
<b>7</b>	<b>Proposal for membership in Greater Public from Maxie Jackson</b>	20 min
<b>8</b>	<b>Programming Committee motion (see below)</b>	10 min
9	Rescind the following motion approved by the PNB on December 13, 2018:	60 mins

*Be it resolved that*

*1. All non-Affiliate Directors from the 2018 PNB remain in place as hold-over Directors until the 2019 Directors are seated, in accordance with past precedent,*

2. That the due date for nominations for 2019 Directors be changed to the end of the month after the election results are announced, currently Feb 28 according to the revised time line for the 2018 elections

3. That the election of non-Affiliate Directors take place early in the following month after the nominations have been sent, currently early March according to the revised time line for the 2018 elections.

4. This new time line for nominations and election of Directors is subject to change if there is a quorum failure or some other occurrence that prevents the election cycle from being completed in February 2019."

See complete motion with whereas's and motivation below

**10 Adjourn**

Details for some of the above agenda items follow

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**Item 4 For agenda item on WPFW Listener Candidates: California Corp. Code 5522, part (d):**

If after the close of nominations the number of people nominated for the board is not more than the number of directors to be elected, the corporation may without further action declare that those nominated and qualified to be elected have been elected.

[https://leginfo.legislature.ca.gov/faces/codes\\_displaySection.xhtml?lawCode=CORP&ionNum=5522](https://leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?lawCode=CORP&ionNum=5522)

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**Item 5 Motion on Affiliate Director election results, by Crosier**

Whereas, the election of Affiliate Directors for 2019 was done by e-mail balloting in accordance with a motion approved by the PNB on Dec. 13, 2018, and

Whereas, Terry Goodman served as teller and Matthew Moore served as secondary ballot recipient in the Affiliate Director election, conducted a public tally of the ballots at KPFT on Dec. 29, and there were no challenges to the ballots, and

Whereas, Mr. Goodman informed the PNB that Gary Boast of Cerebral Radio and Robin Collier of KCEI were declared elected in the public tally, and provided the results to the PNB, therefore

Be it Resolved, that the PNB hereby ratifies the above election results and declares Gary Boast and Robin Collier to be elected as Affiliate Representative Directors to the PNB, and that they will be seated at the Jan. 31, 2019 PNB meeting.

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**Item 8 Motion from the Programming Committee - Dec 18, 2018**

**Broadcasting Disclaimer Carts**

The Executive Director shall institute and monitor the use of disclaimers, managed by the General Managers and Program Directors of each station. It is expected that this policy will be fully implemented in the 2nd Quarter of FY2019, between January and March 2019.

The guidelines for this function are as follows:

1. Disclaimer Carts will be broadcast prior to, during, and after the broadcast of any material deemed controversial and or dealing with sensitive material, as determined by the Program Director or General Manager. Disclaimer Carts will also be broadcast prior to any and all live call-in segments that allow for the general public to participate in the broadcast.

2. Board operators will be tasked with implementing the broadcast of Disclaimer Carts and maintaining a separate online log of all instances of Disclaimer Carts being broadcast, including date, time, and program.

3. The format and content of Disclaimer Carts may be modified at the discretion of the Program Director and/or the General Manager, who has final authority on the nature and use of Disclaimer Carts. The general nature of a Disclaimer Cart is as follows:

3.1. *The views expressed during this program do not necessarily reflect the positions, strategies or opinions of this station or the Pacifica Foundation.*

4. The narration of the Disclaimer Carts may be by any individual including the Programmer, however, the narrator will not be identified.

5. All the above applies to programs streamed or available for download on the internet.

6. Policy on Disclaimers for material produced and distributed by the Pacifica Radio Archives will be

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### **Item 9 Motion to be recinded**

"Whereas Article 5, Section 3 of the Pacifica bylaws specify the dates when nominations for Directors and election of non-

Affiliate Directors are due, to wit:

#### **A. NOMINATION**

Any current Delegate of any class of Members may nominate any other current Delegate of any class of Members serving the

same radio station for the office of Director, provided that the nominee has served at least one year as a Delegate for that

radio station. Said nominations shall be given in writing to the Recording Secretary for the radio station Local Station Board

("LSB") by December 31 prior to the election of Directors in January..

#### **B. 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.

### C. SEATING OF STATION REPRESENTATIVE DIRECTORS

All newly elected Station Representative Directors shall be seated at the Meeting of the Board of Directors held in late

January each year, when their terms shall commence.

And whereas due to the 2018 Election cycle being late it will not be possible to meet these deadlines,

And whereas the intent of Article 5 Section 3 was clearly that the nominations process shall begin after the winners of the

current election cycle for Delegates are known and have been seated,

And whereas it would clearly contravene the intent of Article 5 Section 3 to allow a committee of lame-duck Delegates to

nominate and/or to vote for the Directors of the new yearly cycle,

Be it resolved that

1. All non-Affiliate Directors from the 2018 PNB remain in place as hold-over Directors until the 2019 Directors are

seated, in accordance with past precedent,

2. That the due date for nominations for 2019 Directors be changed to the end of the month after the election results

are announced, currently Feb 28 according to the revised time line for the 2018 elections

3. That the election of non-Affiliate Directors take place early in the following month after the nominations have been

sent, currently early March according to the revised time line for the 2018 elections.

4. This new time line for nominations and election of Directors is subject to change if there is a quorum failure or

some other occurrence that prevents the election cycle from being completed in February 2019."

Motivation:

This motion has in effect resolved to extend the terms of the 2018 Directors beyond one year which violates:

1. Article Five, Board of Directors of the Foundation, Section 2: Term of the Pacifica Foundation Bylaws which states:

"The term of a Director shall be one (1) year."

2. California Corporation Code § 5220 for non-profits which states:

...”No amendment of the articles or bylaws may extend the term of a director beyond that for which the director

was elected, nor may any bylaw provision increasing the terms of directors be adopted without approval of the

members”

And certainly no motion can increase the terms of Directors.

Aside from the PNB having broken the law by having considered no less approving the motion in question, the PNB is in violation of another of its own bylaws, Article Five, Board of Directors of the Foundation. Section 1: E. SPECIFIC POWERS AND DUTIES which says the following:

“Without prejudice to the general power of the Board set forth above in Section 1D of this Article of these Bylaws, and subject to any limitations set forth in these Bylaws, the ongoing duties and powers of the board

shall include, but not be limited to:

(2)Ensuring compliance with applicable state and federal laws”

In addition, the Directors who voted in favor of the above motion voted to EXTEND

THEIR OWN TERMS which can only be construed as self-serving.

Note that this same PNB, having missed the deadlines spelled out in Article Seventeen, Section 1 for setting up a bylaws amendment process approved by another motion to in effect change those deadlines by extending them into 2019 and schedule two bylaws amendment ballots. The motion in question among

other things allows the 2018 PNB to vote on their own proposed bylaws amendments in both ballots and deprive the 2019 PNB from exercising their opportunity to propose and vote on bylaws amendments.

With the rescinding of the motion in question, 2019 station Directors nominations must take place by December 31st per the bylaws, the election of 2019 Directors must take place at the January LSB meetings

per the bylaws and the seating of the 2019 PNB must take place in late January per the bylaws. No motion

to this effect is necessary.

sent, currently early March according to thecovered separately.