Approved Minutes  
(approved on March 5, 2020)  
Special Pacifica National Board Open Session  
Teleconference Meeting  
Thursday, February 20, 2020  8:30 pm ET  
All times are Eastern Time  
(meeting notice appended to the end of this agenda)

Directors:  
Grace Aaron, KPFK, Listener  
Robin Collier, KCEI, Affiliate  
Chris Cory, KPFA, Listener  
Bill Crosier, KPFT, Listener  
Rhonda Garner, KPFT, Listener  
Donald Goldmacher, KPFA, Listener  
Jan Goodman, KPFK, Listener  
Sabrina Jacobs, KPFA, Staff  
Wally James, KPFT, Staff  
DeWayne Lark, KPFT, Listener  
Martha Peterson, WPFW Listener

Ron Pinchback, WPFW, Staff  
Ralph Poynter, WBAI, Listener  
Lawrence Reyes, KPFK, Listener  
Shawn Rhodes, WBAI, Staff  
Eileen Rosin, WPFW, Listener  
Mansoor Sabbagh, KPFF, Staff  
James Sagurton, WBAI, Listener  
Nancy Sorden, WPFW, Listener  
Alex Steinberg, WBAI, Listener  
Tom Voorhees, KPFA, Listener

absent/excused
late
late
absent/excused

Others:  
Lydia Brazon, Interim Executive Director  
John Tatum, Parliamentarian  
Arthur Schwartz, Pacifica Counsel  
Otis Maclay

Item # Description Time

Chair Pro Tem, Alex Steinberg, calls the meeting to order at 8:58 pm

1. Preliminary items  
A. Call to Order by Alex Steinberg, Chair Pro Tem  
B. Roll Call – 13 members are present  9:00 pm  
C. Election of Chair Pro Tem - Alex Steinberg is re-elected without objection 9:01 pm  
D. Election of Vice Chair Pro Tem – Dewayne Lark is re-elected with 3 abstentions: Bill Crosier, Jan Goodman and Wally James  
E. Election of Secretary Pro Tem – Grace Aaron is re-elected without objection  
F. Excused Absences – Bill Crosier moves that all absences be excused. Motion passes without objection. Rhonda Garner, Donald Goldmacher, Ron Pinchback and Mansoor Sabbagh are excused.  
G. Identify Timekeepers – Martha Peterson volunteers to keep time  9:06 pm

2. Agenda Approval  
Lawrence Reyes asks to have a discussion as to whether a motion by Dewayne Lark should be considered in open session, not closed session.

Motion fails:  Yes: 3, No: 8, Abstain: 6

Yes: Lark, Poynter, Reyes
No:  Aaron, Collier, Cory, Crosier, Goodman, Jacobs, James, Rosin
Abstain: Peterson, Rhodes, Sagurton, Sorden, Steinberg, Voorhees
MOTION to approve Agenda passes: Yes: 15, No: 2
Yes: Aaron, Collier, Crosier, Goodman, Jacobs, James, Peterson, Poynter, Rhodes, Rosin,
Sagurton, Sorden, Steinberg, Voorhees
No:  Lark, Reyes  9:30 pm

3. Minutes Approval - Approve Feb. 6, 2020 Open Session Minutes
   Minutes approved with one abstention from Bill Crosier.

4. MOTION from the iED:

   1. Article II of the Articles of Incorporation shall be amended to read, at Section (a)
      “To establish a Foundation organized and operated exclusively for charitable
      and educational purposes no part of the net earnings of which inures to the
      benefit of any member of the Foundation. The property owned by this
      organization is irrevocably dedicated to charitable and educational purposes
      meeting the requirements of Revenue and Taxation Code section 214. ”

   2. Article VIII of the Articles of Incorporation shall be amended to read:
      “Upon the liquidation, dissolution or abandonment of this Foundation, its
      assets, remaining after payment or provision of payment of all debts and
      liabilities of this organization, shall be distributed to an organization
      organized and operated for a charitable, scientific, hospital, or religious
      purpose meeting the requirements of Revenue and Taxation Code section
      214. ”

The wording of the above Motion is amended by Robin Collier and Arthur Schwartz to read:

   1. Article II of the Articles of Incorporation shall be amended to read, at Section (a)
      “To establish a Foundation organized and operated exclusively for charitable
      and educational purposes no part of the net earnings of which shall inure to
      the benefit of any member of the Foundation. The property owned by this
      organization is irrevocably dedicated to charitable and educational purposes
      meeting the requirements of California Revenue and Taxation Code Section
      214. ”

   2. Article VIII of the Articles of Incorporation shall be amended to read:
      “Upon the liquidation, dissolution or abandonment of this Foundation, its
assets, remaining after payment or provision of payment of all debts and liabilities of this organization, shall be distributed to an organization organized and operated exclusively for a charitable and educational purpose meeting the requirements of California Revenue and Taxation Code Section 214.”
Amendments to motion are accepted without objection.
Amended motion is adopted without objection. 9:55 pm

5. Adjourn 10:01 pm

All Times Eastern

Thursday, February 20, 2020
Pacifica National Board
Purpose: Special meeting called by Directors Steinberg, Aaron, Gray and Sagurton.
Meeting called to reconstitute the Standing Committees of the PNB for the 2020 term. Also to certify ad hoc committees of the PNB for the 2020 term. Adopt procedure for election of Directors for each of the PNB committees on a pro tem basis until all 2020 Directors are seated. Also report from iED, report from iCFO and report from NES. Discussion on KPFA unpaid tax situation and referendum on bylaws rewrite. Some confidential legal and personnel issues will be discussed in Executive Session. Meeting called by Directors Steinberg, Aaron, Gray and Sagurton.
Alex Steinberg
Posted: 02/11/2020 - 4:09 PM
Updated: 02/18/2020 - 7:34 PM

Streamed Here The direct link is http://kpftx.org:6280 Also Here