

Minutes WBAI LSB Meeting 1-8-25 in open session

Present: Milton Allimadi, Rachel Barr, Carolyn Birden, John Brinkley, Elliot Crown, Joan de Lorenzo, Paul de Rienzo, Simon Fitzgerald, Eleanor Elizabeth Forman, Sally Gellert, Gloria Guillo (Vice Chair), Bounubti Kamenthou, Alejandrina Murphy, Katherine O' Sullivan (Chair), Cerene Roberts, James Sagurton, Sharonne Salaam, Max Schmid, Alex Steinberg, M. Kay Williams (Secretary), Doug Wood

Also Present: R. Paul Martin (Treasurer)

Absent: Gail Bey, Jim Dingeman, Jim Freund

Also Absent: Robert Hennelly, Interim General Manager

Final Agenda

1. Convene meeting- Followed by Chair's Announcements:
 - a. Ask for recording of the meeting to be started
 - b. Confirm designated timekeeper. Note that agenda assigned times can be changed.
 - c. Note how chat is to be used.
 - d. Announce/ratify the results of the LSB Officer elections
 - Chair – Katherine O'Sullivan
 - Vice-Chair – Gloria Guillo
 - Treasurer – R. Paul Martin
 - Secretary – M. Kay Williams
 - e. Note that at the February LSB meeting, the LSB will populate Committees and Task Forces, both the LSB's own and the PNB's.
 - f. Radio Committee Announcement.
2. Adopt Agenda. (20 minutes)
3. Roll Call (5 minutes)
4. Excuse Absences. (5 minutes)
5. Recess to Delegates Assembly.
6. Convene Delegates Assembly to be chaired by the LSB Chair.
7. Approve previous minutes of Delegates Assembly: 1- 10 - 24 (2 minutes) (Sent 1-7-25)
8. Acceptance of Nominations of Directors for Election to Pacifica National Board (Voting to follow by Opavote after meeting). If accepting, take one minute to state your qualifications and why you seek election:
 - a. One Staff Director IRV (6 minutes)
 - b. Three listener Directors STV (12 minutes)
9. Reconvene LSB meeting.
10. Motion for new special rule of order: Any changes, additions, or corrections to the minutes should be submitted to the Secretary and the private listserv at least 24 hours before any LSB meeting. Any LSB member may abstain from approving the previous minutes without requiring a vote of the LSB. (5 Minutes) — Doug Wood [As a special rule, it is introduced at this meeting, discussed for maximum 5 minutes, noticed for 30 days, voted on at our next meeting, and requires a 2/3 vote.]

11. Approve outstanding minutes: December 11, 2024 Meeting (5 minutes) (Sent on 1-1-25)
12. Reports of interim General Manager and interim Program Director. (10 Minutes report 8 minutes discussion- Questions limited to one minute- Responses limited to 90 seconds)
13. Report from Pacifica National Board Directors. (10 minutes & 7 minutes discussion- Questions limited to one minute) — Paul De Rienzo, Jim Dingeman, Shawn Rhodes, and Cerene Roberts.
14. Treasurer’s Report. — (5 Minutes report 5 minutes discussion) — R. Paul Martin
15. Report from Community Advisory Board (2 minutes) – Neale Vos
16. Report from the WBAI LSB GM PD Search Subcommittee – Jim Dingeman (12 minutes)
 - a. Resolution Condemning Usurpation of WBAI’s Local Station Board Powers And Duties Under the Bylaws Respecting General Manager and Program Director;
 - b. Resolution Reestablishing and Continuing the Work of Search Subcommittee
17. Motion to Urge the WBAI interim General Manager, working with the Executive Director of Pacifica and the National Office to provide financial information to the WBAI LSB - Alex Steinberg (7 minutes)
18. Discussion and Update: Non-Disclosure Agreements (5 Minutes)
19. Discussion: Appropriate policy for observing minutes of silence during LSB meetings and chance to express opinions about what people might choose to keep in mind [Sally O’Brien & Sabrina Khawam F Train Death by Fire Victim?] during this meeting’s agenda item #20 moment of silence. (5 minutes.)
20. Minute of silence/”Moment of Recognition.” (One minute)
21. Discussion: Improving LSB Meetings efficiency including steps to obviating things that take extra times during meetings on a recurring basis. (5 minutes)
22. Discussion: Establishing Rules for using the listserve created to assist communication among present and former members of the WBAI Local Station Board. (5 Minutes) – Gloria Guillo
23. New Business. (5 minutes)
24. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must begin no later than 9:16 PM.)
25. Adjourn no later than 9:46 PM ET [Note this and start time for public comments is one minute later to reflect the meeting’s one minute of silence].

7:06 pm ET – The meeting convened by the Chair after a quorum was determined to be present. Jack de Palma volunteered to be timekeeper and there was no objection. The Chair made her announcements, including announcing/ratifying the results of the officers’ elections of the previous month, and there were no objections.

7:08 pm ET – The Chair called for a motion to adopt the agenda as sent to the private and public group lists before the meeting and screen shared during the meeting.

Motion (Sally Gellert) To adopt the agenda. Seconded by Gloria Guillo. Passed without objections.

7:11 pm ET – Roll Call was taken, results as above. There were two people who had given prior notification due to health reasons.

Motion (James Sagurton) To excuse all absences. Seconded by Gloria Guillo. Passed without objection.
7:12 pm ET – The Chair called to recess to the Delegates Assembly.

(See Minutes for Delegates Assembly)

7:26 pm ET The Chair re-convened the WBAI LSB Regular Monthly Meeting.

7:27 pm ET The Chair announced Item 10:

10. Motion for new special rule of order: Any changes, additions, or corrections to the minutes should be submitted to the Secretary and the private listserv at least 24 hours before any LSB meeting. Any LSB member may abstain from approving the previous minutes without requiring a vote of the LSB. (5 Minutes) — Doug Wood [As a special rule, it is introduced at this meeting, discussed for maximum 5 minutes, noticed for 30 days, voted on at our next meeting, and requires a 2/3 vote.]

The Board discussed this motion.

7:30 pm ET Request (Eleanor Elizabeth Forman) To Separate the two parts of the motion. (Not seconded)

7:30 pm ET Another member stated she would have amendments to this motion later.

The Chair announced this agenda item was just to introduce this motion. She ruled that amendments can be taken when it is debated prior to voting on it at the next meeting. Since they need to be publicly noticed for 30 days, it would be advisable to send whatever amendments you wish to make to the Secretary and the Members 30 days prior to our next meeting which will be 2-12-25.

7:35 pm ET Motion (James Sagurton) To accept minutes from our last meeting 12-11-24. Sent to the Board Members on 1-7-25. Seconded by Gloria Guillo. Passed without objection.

7:36 pm ET The Chair called for the reports of the Interim General Manager and the Interim Program Director. Since they were not present, the Treasurer noted that they had sent a written report earlier that afternoon in an email in which they stated they were not going to be present.

The Secretary screen-shared and the Board discussed the report. (See attached).

7:46 pm ET The Chair ruled 10 more minutes for this discussion.

The Board continued to discuss the report.

It was noted that, according to the By-Laws, as an ex-officio member of the Local Station Board, it is one of the General Manager's responsibilities to attend every Board meeting in its entirety. This does not apply to the Program Director, although the Board appreciates her reports also.

7:49 pm ET The Chair called for the reports of the PNB Directors as there were no more speakers in queue to speak about the previous item.

Highlights:

- Some of the factionalism on the PNB relates to politics, e.g. whether taking public service announcements from government compromises our independence, whether taking donations itself was “communistic.”
- A controversial motion from the Governance Committee passed the PNB on 11-21-24. It forbids our standing Finance Committee from allowing listeners to earn voting membership on this committee, when that committee itself is an “Advisory Committee,” functioning as specified in the By-laws.
Another controversial motion was proposed on 12-5-24 from the Personnel Committee, which removes from LSB’s the right to conduct the usual search procedures and interview the applicants for management positions. It did not pass because they ran out of time, but will probably pass at the next meeting.
- There is a lot of anti-WBAI sentiment, for example, a person ran for Treasurer promising to “hold WBAI’s feet to the fire” on financial matters.
- It was also stated that we need a Programming process now more than ever.
- Board members and Listeners were encouraged to attend PNB meetings which are held on zoom to see for themselves what is going on.
- The new PNB will be seated at the meeting on January 30, 2025, at 8:30 pm.

The Board discussed these reports.

8:06 pm ET The Chair called for the Treasurer’s Report from R. Paul Martin. (See attached)

Highlights:

- The NFC is watching whether WBAI pays its Central Services this year.
- The Chair of the PNB excluded members from both the debate and the voting on the Governance Committee motion on 11-21-24, then voted for the excluded members by proxy. This renders this decision null and void since it violated both the By-Laws and Robert’s Rules. Hence, he stated the membership rules of the WBAI Finance Committee will stay the same as they have always been.
- A claim out of an old Audit Committee, that WBAI’s total indebtedness is \$8 million, was again thrown out without any transparency as to the sources of this claim. In fact, as the interim General Manager has stated, WBAI’s indebtedness is only \$1.4 million. It was incurred by contracts for the Empire State Building Tower and the Wall Street offices, which WBAI never agreed to, and which were signed by the PNB. Plus, unpaid Central Services fees.

The Board discussed the report.

8:16 pm ET Motion (Cerene Roberts) To extend the discussion for 7 minutes. Seconded by James Sagurton. Passed without objection.

The Board continued to discuss the report.

Highlights:

- A Board member mentioned that there's a website of unclaimed funds and thousands of dollars listed there for each of the five stations. R. Paul Martin stated he would bring this up at the next NFC meeting.
- Last year, WBAI's deficit budget took several weeks to pass the NFC, but this year, this FY25 budget, with its unrealistic expectations of each program raising \$10K, only took 1 ½ hours.
- Can we negotiate, like the country of Mexico did, that if we raise so much, the rest of the loan will be forgiven?

8:24 pm ET Motion (Cerene Roberts) To extend the discussion 6 more minutes. Seconded by Eleanor Elizabeth Forman. Passed without objection.

The Board continued to discuss the report.

8:30 pm ET The Chair called for the report of the Community Advisory Board by Neale Vos.

Highlights:

- The listeners would like the station to broadcast similar shows closer in time.
- Please provide more carts for scheduled programming.
- We need more programming on the environment.

8:31 pm ET The Chair noted that the Report from the GM PD Search Committee needed to be postponed due to the absence of the Chair of this committee, Jim Dingeman, due to illness.

A member of the committee announced the next scheduled meeting of this committee was for 1-21-25 at 7 pm.

8:33 pm ET The Chair called for the discussion of the motion for the PNB and iGM to provide profit and loss financial information on a monthly basis. (by Alex Steinberg) (See attached)

The Secretary screen shared this motion which was read in its entirety by Alex Steinberg.

Amendment (Alex Steinberg) To update the motion to December 2024, since the motion stated June 2024. Seconded by James Sagurton.

Amendment of the Amendment (Cerene Roberts) To update the motion to the exact date the Consolidated Financial Report was released to the Treasurer, R. Paul Martin, after which he released it to the google groups. [December 10, 2024] Seconded by Alex Steinberg.

Amendment 2 (Doug Wood) To change the time limit from 1 week to 30 days. Seconded by Alex Steinberg.

The Board discussed the amendments and the motion.

8:42 pm ET Motion (Cerene Roberts) To extend 8 minutes. Seconded by James Sagurton. Passed without objection.

The Board continued to discuss the motion.

A member questioned whether the Board really has “fiduciary responsibility” as claimed in the motion.

The Secretary screen-shared and Alex Steinberg read Article 7 of the Bylaws, especially part A, which speaks to the Board’s duties and responsibilities, which it cannot complete, without full financial disclosure. (See attached)

The amendments and the motion passed without objection.

8:50 pm ET The Chair then announced Item 18, discussion and update of Non-Disclosure Agreements.

The Board discussed NDA’s.

The Secretary screen-shared the resolution from the Governance Committee, which passed the PNB on 11-21-24, requiring NDA’s from any Board member who joins an executive session about personnel matters. The Chair voted by proxy for PNB members who were present, not under discipline, but excluded to the Waiting Room of the Zoom meeting. [Proxies are illegal under both the By-Laws and Robert’s Rules.] (See attached)

The Board continued discussing the NDA’s.

8:55 pm ET The Chair stated she wanted to go back to Item 16 because there were also two resolutions which had come out of the GM PD Search committee which the Board needed to consider, and she read their titles from the agenda:

- a. Resolution Condemning Usurpation of WBAI’s Local Station Board Powers and Duties Under the Bylaws Respecting General Manager and Program Director;
- b. Resolution Reestablishing and Continuing the Work of Search Subcommittee

The Board discussed the first resolution.

The Secretary screen shared the PNB resolution, from the Personnel Committee, which would give all of the search responsibilities for management personnel to the Executive Director, and allow the LSB only the option to approve or not approve the ED’s choices, without being able to see an unredacted resume

or interview candidates. This resolution was introduced on 12-5-24 but not voted on, but is expected to be voted on soon. (See attached)

The Board continued to discuss this resolution.

The Chair asked if we had discussed the resolutions from the GM PD Search Committee enough, and could now approve them without a full reading of them, and there were no objections.

9:07 pm The Chair called for discussion of items 19 and 20, re “Minutes of Silence, Moments of Recognition.”

The Board used this time to recount their memories of Sally O’Brien, a long-time WBAI producer.

Then the Chair called for the minute of silence, allowing those who wished to call out names of others whose deaths were meaningful for members.

9:16 pm ET The Chair called for Public Comment.

The Board heard public comments.

9:48 pm ET The Chair adjourned the meeting.

Submitted by M. Kay Williams, WBAI LSB Secretary

Attachments pertaining to items discussed at this meeting:

Board Members Eligible to be PNB Directors for 2025 term (All were pre-nominated by emails to the Secretary prior to December 31, 2024):

Staff Members (Need 1)

- 1. Simon Fitzgerald – pre-nom by John Brinkley & Jim Dingeman – Declined
- 2. Jim Freund - “ “ “ “ “ “ “ “ - Declined
- 3. Sally Gellert - “ “ “ “ “ “ “ “ - Accepted
- 4. Max Schmid - “ “ “ “ “ “ “ “ - Declined
- 5. Doug Wood - “ “ “ “ “ “ “ “ - Accepted [Declined Later]

Listener Members (Need 3)

- 1. Rachel Barr - pre-nom by John Brinkley & Jim Dingeman - Accepted
- 2. Gail Bey - “ “ “ “ “ “ “ “ - [Not Present, Never Declined]
- 3. Carolyn Birden - “ “ “ “ “ “ “ “ - Declined

4. John Brinkley – pre-nom by Rachel Barr, Alejandrina Murphy, & Jim Dingeman - Declined
5. Elliot Crown - pre-nom by John Brinkley & Jim Dingeman - Declined
6. Joan DeLorenzo - “ “ “ “ “ “ “ “ - Declined
7. Paul DeRienzo - “ “ “ “ “ “ “ “ - Accepted
8. James Dingeman - pre-nom by John Brinkley - [Not Present, Declined later]
9. Eleanor Elizabeth Forman - pre-nom by John Brinkley & Jim Dingeman - Accepted
10. Gloria Guillo - “ “ “ “ “ “ “ “ - Declined
11. Bounubti Kamenthou - “ “ “ “ “ “ “ “ - Declined
12. Alejandrina Murphy - “ “ “ “ “ “ “ “ - Declined
13. Katherine O’Sullivan - “ “ “ “ “ “ “ “ - Declined
14. Cerene Roberts - “ “ “ “ “ “ “ “ - Accepted
15. James Sagurton - “ “ “ “ “ “ “ “ - Accepted
16. Sharonne Salaam - “ “ “ “ “ “ “ “ - Declined
17. Alex Steinberg - “ “ “ “ “ “ “ “ - Accepted

 Date: Wed, 15 Jan 2025 18:36:36 -0500

From: Robert Hennelly rhennelly55@gmail.com

To: R. Paul Martin <rpm@glib.com> CC: wbailsbfinancecommittee@googlegroups.com, WBAI General Manager <gm@wbai.org>

*We have made Payroll, paid a month of tower rent and have \$41,262 in the Bank of America account and \$8,793 [in PayPal account].

We are thrilled to announce the incredible success of our winter fundraiser. Thanks to the generosity of our listeners and supporters, we raised a total of \$144,234.05, surpassing our original goal of \$125,000 by over \$19,000.

*Donations are still coming in so the final tally will likely be higher.

*Donation Breakdown:

*Online, Phone, and Check Donations: \$82,436.48

*Union Commitments: \$56,340.00

*PayPal Donations: \$5,457.05

*Key Highlights:

*604 total donations, with 0 premiums

*108 new donors, joining the WBAI community for the first time.

*131 returning donors who hadn’t contributed in over a year.

*73 new BAI Buddy commitments (recurring donations), contributing an additional \$16,655 annually

*Over \$50,000 of the union sustaining donations were recurring pledges from unions that had come on board to support the We Decide: America at the Crossroads RNC & DNC nightly coverage.

 Resolution from the GM PD Search Committee condemning the proposed motion from the Personnel Committee before the PNB 12-5-24:

Motion (Cerene Roberts) To recommend to the LSB to pass a resolution opposing item 5C on the agenda of the December 5th PNB meeting (see below), which is a usurpation of the functions of the Local Station Boards and a contravention of Article 7, Section 3B of the bylaws, and to urge our directors to vote against this bylaws change without a Pacifica-wide referendum, as it eviscerates the capacity of the LSB to approve candidates for station management, and to restore the bylaws as originally written. (final wording from GM PD Search Committee).

Background from kpftx re 12-5-24 PNB meeting

Draft Agenda - Public Version Pacifica National Board Regular Session Teleconference Meeting Thursday, December 5, 2024, 8:30 pm EST

5c. Motion from Personnel Committee

The Personnel Committee moves that Pacifica National Board specify the appropriate procedure for Local Station Boards to conduct their role in developing pools of candidates for the General Manager position and the Program Director:

Whereas Article Seven, Local Station Boards, Section 3: Specific Powers and Duties provides: “Each LSB, acting as a standing committee of the Foundation’s Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation’s Board of Directors:”

“B. To screen and select a pool of candidates for the position of General Manager of the respective radio station, from which pool of approved candidates the Executive Director shall hire the station’s General Manager. The LSB may appoint a special sub-committee for this purpose.”

“E. To screen and select a pool of candidates for the position of station Program Director, from which pool of approved candidates the station’s General Manager shall hire the station’s Program Director. The LSB may appoint a special sub-committee for this purpose.”

Therefore, the Pacifica National Board (PNB) specifies the following procedure for Local Station Boards (LSBs) to develop pools of candidates for the position of General Manager (GM) and for the position of Program Director (PD):

1.)The job descriptions for the position of GM and the position of PD will be those determined by the Executive Director (ED).

2.) Job postings for the position of GM and the position of PD will be made by the ED on the Pacifica.org website, on websites for the five stations and all Affiliates and other publications as deemed appropriate by the ED with advice of the LSB.

3.) The resumes and expressions of interest for the position of GM and the position of PD will be returned to an email address designated by the ED.

4.) The ED will provide the responses to the Secretary of the LSB at the station for which a search is being conducted with the names and personal information obscured to assure confidentiality and gender, age and other demographic neutral consideration.

5.) The LSB or a committee created by the LSB to perform the search function will review the submissions and recommend a pool of candidates for the position under consideration but will not contact or interview candidates. It is recommended that five or more candidates be included for consideration by the ED who makes the final decision of whom to hire for GM and five or more candidates for consideration by the GM who makes the final decision of whom to hire for PD.

Resolution of WBAI's Local Station Board Reestablishing and Continuing the Work of The Search Sub-Committee for General Manager and Program Director

Whereas, Article Seven, "Local Station Boards, Section 3: Specific Powers and Duties," Subparagraphs B and E of the Bylaws ("Bylaws"), provide, respectively:

"To screen and select a pool of candidates for the position of General Manager of its respective radio station, from which pool of approved candidates the Executive Director shall hire the station's General Manager. The LSB may appoint a special sub-committee for this purpose."

and

"To screen and select a pool of candidates for the position of station Program Director, from which pool of approved candidates the station's General Manager shall hire the station's Program Director. The LSB may appoint a special sub-committee for this purpose;"

Whereas, at its July 2024 meeting the WBAI Local Station Board ("LSB") established a Search Sub-Committee For General Manager and Program Director which has been populated by holding elections and has been working to fulfill those purposes;

Whereas, the WBAI Local Station Board ("LSB") desires to reestablish and continue the work of the Search Sub-Committee for General Manager and Program Director to fulfill such purposes.

RESOLVED, by the LSB as follows:

Section 1. The LSB authorizes and reestablishes the Search Sub-Committee for General Manager ("GM") and Program Director ("PD").

Section 2. The Subcommittee shall continue to consist of a total of nine LSB members, two elected staff representatives on the LSB, and seven elected listener representatives on the LSB. The LSB shall choose the members by secret STV ballot (per the bylaw provision for LSB representatives on the PNB), in one election for the staff representative members and another election for the listener representative members.

Section 3. No more than 25% of the Subcommittee members may, at any time, be Staff representative LSB members. To ensure this, elections will be held to fill any vacancies occurring, if required.

Section 4. The committee is empowered to request applications for the positions of GM and PD, to review the applications, and shall report back to the full LSB with its recommendations.

Section 5. Any evaluative work of the Subcommittee (which may include all of its meetings) shall be in executive sessions for which there shall be appropriate public notice, and the Subcommittee and all its members shall observe employee confidentiality rules.

Section 6. The Subcommittee is authorized to continue its work with its current members until, in due course along with the election and population of other LSB committees and subcommittees, elections are held to repopulate and further continue the work of the committee with newly elected members.

Section 7. This resolution shall take effect immediately.

Motion to provide financial information to the WBAI LSB

Whereas, the WBAI LSB has not been provided with a detailed profit and loss statement since the just-received June 2024 statement, and

Whereas, WBAI continues to incur significant deficits every month for which we have a report, and
Whereas the WBAI LSB has not been presented with a credible business plan that maps out the road to sustainability and,

Whereas, the WBAI LSB cannot fulfill its fiduciary responsibilities without these documents,
Be it resolved that the interim WBAI General Manager, working with the Executive Director of Pacifica and the National Office, provide the WBAI LSB with a detailed profit and loss statement that takes us up to the end of November 2024 no later than one week from today.

Further, be it resolved that the document should track every element of revenue and expenses for the past few months. For bequests that came in we need to know how much of the bequest was assigned to WBAI and how much was assigned to other expenses by the National Office. Similarly for any revenue from unions, we need a breakdown of how much was apportioned to WBAI and how much, if any, was utilized for other purposes. Which unions are contributing and how much is each union's contribution? Further, be it resolved that the report should break down how much of listener donations were pledged, and how much were actually collected for the current month.

Further, be it resolved that the LSB be fully informed of any agreements that have been reached between WBAI and individual unions and the exact terms of those agreements.

Further, be it resolved that the LSB be informed of the current business plan for WBAI, namely what projections are there for making WBAI sustainable in the immediate future.

Furtner, be it resolved that this information be shared in a timely manner with the WBAI LSB so that the WBAI LSB can fulfill its fiduciary duty to review WBAI's finances as laid out in the Pacifica bylaws.

PNB Resolution from the Governance Committee 11-21-24 affecting Committee membership and NDA's

"The Pacifica National Board instructs the Local Station Boards of all five stations to limit voting membership on committees that deal with governance, finance and/or personnel issues to Local Station Board members from that station. The Pacifica National Board further instructs Local Station Boards of all five stations to conduct personnel discussions pertaining to individuals in closed session attended only by Local Station Board members who have a signed Non-Disclosure Agreement."

Passed by a vote of 10 Yes, 5 No and 2 Abstentions.

Bylaws re advisory committees

Article Seven, [Local Station Boards](#), Section 10: Local Station Board Advisory Committees

A. An LSB may, by resolution, designate one or more advisory committees, to serve at the pleasure, direction, and supervision of the LSB. Any such advisory committee shall include, at least, two (2) LSB members. Members affiliated with that radio station shall be eligible for appointment to a committee. Station Advisory Committee members shall not be considered agents of the Foundation or the radio station and shall not have the authority to bind the Foundation or the radio station with which it is affiliated.

B. Meetings and actions of local station advisory committees shall be governed by the provisions of Section 6 of this Article of these Bylaws with such changes as are necessary in said provisions to substitute the committee(s) and its members for the LSB and its members, except that the time of regular meetings of committees may be determined by resolution of the LSB as well as a vote of the committee and that the committees shall not be required to meet in December or January unless they otherwise agree, or the LSB resolves that it should do so, and provided that notice of committee meetings shall be deemed adequate if announced at LSB meetings and, when feasible, posted on the station's web page.

Special meetings of committees may also be called by resolution of the LSB or the committee. The LSB may adopt additional rules for government of any committee that are not inconsistent with the provisions of these Bylaws.

C. The general duty of advisory committees shall be to advise the LSB on the issues for which the committee was created. Advisory committees shall have only those duties and powers set forth by resolution of the LSB, which powers shall not include the power to: (1) approve any action which, under the California Nonprofit Public Benefit Corporation Law or these Bylaws, requires the approval of the Members, Directors, the LSB, or the Delegates; (2) fill vacancies on the Board, LSB or on any committee; (3) amend or repeal these Bylaws or adopt new bylaws; (4) amend or repeal any resolution of the Board or the LSB; (5) create any other committees of the Board or LSB; (6) approve or execute any contract or transaction; or (7) incur any indebtedness, or borrow money, on behalf of the Foundation or any LSB.

Article Seven, Local Station Boards, Section 3: Specific Powers and Duties

Each LSB, acting as a standing committee of the Foundation's Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation's Board of Directors:

A. To review and approve that station's budget and make quarterly reports to the Foundation's Board of Directors regarding the station's budget, actual income and expenditures.

B. To screen and select a pool of candidates for the position of General Manager of its respective radio station, from which pool of approved candidates the Executive Director shall hire the station's General Manager. The LSB may appoint a special sub-committee for this purpose.

C. To prepare an annual written evaluation of the station's General Manager.

D. Both the Executive Director and/or an LSB may initiate the process to fire a station General Manager. However, to effectuate it, both the Executive Director and the LSB must agree to fire said General Manager. If the Executive Director and the LSB cannot agree, the decision to terminate or retain said General Manager shall be made by the Board of Directors.

E. To screen and select a pool of candidates for the position of station Program Director, from which pool of approved candidates the station's General Manager shall hire the station's Program Director. The LSB may appoint a special sub-committee for this purpose.

F. To prepare an annual written evaluation of the station's Program Director.

G. To work with station management to ensure that station programming fulfills the purposes of the Foundation and is responsive to the diverse needs of the listeners (demographic) and communities (geographic) served by the station, and that station policies and procedures for making programming decisions and for program evaluation are working in a fair, collaborative and respectful manner to provide quality programming.

H. To conduct "Town Hall" style meetings at least twice a year, devoted to hearing listeners' views, needs and concerns.

I. To assist in station fundraising activities.

J. To actively reach out to underrepresented communities to help the station serve a diversity of all races, creeds, colors and nations, classes, genders and sexual orientations, and ages and to help build collaborative relations with organizations working for similar purposes.

K. To perform community needs assessments or see to it that separate "Community Advisory Committees" are formed to do so.

L. To ensure that the station works diligently towards the goal of diversity in staffing at all levels and maintenance of a discrimination-free atmosphere in the workplace.

M. To exercise all of its powers and duties with care, loyalty, diligence and sound business judgment consistent with the manner in which those terms are generally defined under applicable California law.