

Draft Minutes WBAI LSB 5-14-25 Meeting in Public Session

Present: Milton George Allimadi, Carolyn Birden, John Brinkley, Elliot Crown, Joan de Lorenzo, Jim Dingeman, Simon Fitzgerald, Eleanor Elizabeth Forman, Sally Gellert (PNB Director), Queen Mother Imakhu, Bounubti Kamenthou, Alejandrina Murphy, Katherine O’Sullivan (Chair), Cerene Roberts (PNB Director), James Sagurton (PNB Director), Max Schmid, Alex Steinberg (PNB Director), M. Kay Williams (Secretary)

Also Present: R. Paul Martin (Treasurer), Bob Hennelly (Interim General Manager)

Absent: Gail Bey, Randy Credico, Paul de Rienzo, Jim Freund, Gloria Guillo, Sharonne Salaam

Final Agenda

1. Convene meeting- Ask for recording of the meeting to be started. Note how chat is to be used, plus other preliminary remarks by Chair.
 2. Adopt Agenda. (20 minutes)
 3. Roll Call. (5 minutes)
 4. Excuse Absences. (5 minutes)
 5. Approve outstanding minutes: April 9, 2025 Meeting (5 minutes)
 6. Reports of interim General Manager and interim Program Director. (12 Minutes report 10 minutes discussion- Questions limited to One minute- Responses limited to 90 seconds)
 7. Resolution rescinding and replacing resolution regarding LSB Radio Show– (20 Minutes) – James Sagurton
 8. Treasurer’s Report. — (8 Minutes report 8 minutes discussion) — R. Paul Martin
 9. Report from Pacifica National Board Directors. (20 minutes & 15 minutes discussion- Questions limited to One minute) — Sally Gellert, Cerene Roberts, James Sagurton, Alex Steinberg
 10. Report from Community Advisory Board (2 Minutes) – Neale Vos
 11. Report from the Committee of Inclusion (5 minutes) – Carolyn Birden, John Brinkley, Joan de Lorenzo, Cerene Roberts
 12. Discussion: Dealing appropriately with attacks on Public and/or Listener Supported media. (7 minutes) – Jim Dingeman
 13. Discussion: Appropriate thoughts for observing minutes of silence during LSB meetings and chance to express opinions about what people might choose to keep in mind. (5 minutes.)
 14. One minute of silence. (One minute)
 15. New Business.
 16. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must begin no later than 9:16 PM ET.)
 17. 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).
-

7:04 pm ET - The Chair called the meeting to order, herself, the secretary, and a quorum being present.

Jack de Palma volunteered to be timekeeper, and the Chair approved.

7:05 pm ET – Motion (James Sagurton) To adopt the agenda as read and screen shared. Seconded (Carolyn Birden) Passed without objection.

7:07 pm ET – Roll Call – results as above

7:09 pm ET – Motion (Jim Dingeman) To approve minutes from 4-9-25 LSB meeting, sent 5-7-25. (Seconded Max Schmid). Objections: None. Abstentions: Cerene Roberts. The Chair noted that her abstention would be noted, and that the minutes were approved.

7:14 pm ET Report from the Interim General Manager, Robert Hennelly. Ms. Keziah Glow was absent.

Highlights:

- Have \$23,246 in the bank.
- Made payroll \$16K plus \$7500K paycharge. The ED has agreed to suspend these paycharges every other cycle.
- Had a very successful live fundraising event on May 3rd at the 93rd St Lutheran Advent Church, co-sponsored by the People's Voice Café. Cleared \$5K. He is pursuing space at this church for future fundraising,
- The ED has finished the paperwork for the \$215K Roche Estate bequest and this will retire our \$140K arrears on the Tower Rent.
- We hired a new Union engineer, Mr. Lee Jacobs.
- Reported on the Newark mayor arrest, in conjunction with Amy Goodman. Public Square Amplified is going to do a New Jersey focus on the mayoral races of Newark and Jersey City in the primary elections this June. When Mayor Raz goes to court, WBAI will be there.
- Our studio rent is paid up through August, thanks to another bequest. The new owners are creating a bakery and coffeehouse in the downstairs storefront area. We need to ask them whether we can hold small fundraising events down there. It holds 100 people.
- As far as archiving, we no longer send mp3 streams to Texas. They are now recorded by Chris in the cloud.
- His contact information is gm@wbai.org and 1-833-922-4692.

The Board discussed the report.

7:40 pm ET Resolution to rescind and replace the Radio Committee Motion passed at the LSB meeting on 3-12-25. (James Sagurton) Seconded (Jim Dingeman). The Board was noticed about this motion at the last LSB meeting on 4-9-25. Presentation also made now by Shawn Rhodes, a longstanding Radio Committee member, as requested by Mr. Sagurton and recognized by the Chair.

The Chair initially called for a vote, then debate was requested by Cerene Roberts.

The Chair called for an opinion from R. Paul Martin, whether or not debate was necessary since the motion had been introduced at last meeting. R. Paul stated the motion should be read, and, yes, debate was in order.

The Chair read the rescind motion which was already being screen shared.

The Board discussed the presentation and the Radio Committee motion, both the original and the amended versions, and both were screen shared, as well as the rescind motion.

7:53 pm ET (James Sagurton) Called the Question. Seconded by Alex Steinberg.

The Chair allowed 5 more minutes of discussion to finish the stack.

7:58 pm ET A roll call vote was taken and the Rescind Resolution passed with 8 yeses, 7 nos, and 3 abstentions.

8:02 pm ET Motion (James Sagurton) To pass the original enabling resolution for the Radio Committee which has already been discussed. Understanding that new dates for broadcasts need to be negotiated, as per the motion. Seconded (Alex Steinberg)

Point of Order (Cerene Roberts) Called for Orders of the Day since time had run out for this item.

Motion(M. Kay Williams) Move to an immediate vote if the Chair approves. Not seconded.

The Chair stated she had allowed the motion and rules that the vote can go forward. There was no challenge.

Point of Order (John Brinkley) Can the Chair ask if there are any objections first, as we might not need a vote.

The Chair asked if there were any objections and Cerene Roberts objected.

8:03 pm ET The Secretary was beginning the vote, when Cerene Roberts requested a reading of the original motion again. This was screen shared again and read by the Secretary.

The Roll Call vote was completed and the original Radio Committee motion passed with 10 yeses, 5 nos, and 3 abstentions. Joan de Lorenzo wished to change her vote from yes to no and was allowed.

8:11 pm ET Treasurer's Report – R. Paul Martin (See attached for full report)

The Board discussed the Treasurer's Report.

Highlights of discussion:

- The ED is disposing of the licenses of 2 affiliates, 1 in California and 1 in Texas, on the pretext that they need expensive repairs and she plans to turn them over to a "like-minded organization." The FCC allows stations to "go silent" for up to a year. However, it's against the bylaws to sell or transfer a station without a vote of that station's members and Board.
- There were people from other stations who complained about not getting their premiums. This wasn't just a WBAI problem.
- One Director wants to know what managers are being paid, which tends to vary by station.

8:29 pm ET – Report of PNB Directors – Sally Gellert, Cerene Roberts, James Sagurton, Alex Steinberg

Highlights:

- One Director gave the following "Report on the Hostile Takeover of Pacifica:"
- The legal status of the New Day Bylaws is that they are currently awaiting ratification by a judge. The date given for this is July 3rd, 2025. The judge has not yet heard the opposition to the fraudulent "settlement agreement."
- For more information, see <https://mightycause.com/story/pacificademocracy>
- In the meantime, the ED and the PNB are attempting to inflict damage on Pacifica in the following ways:
 1. Rushing to hire permanent General Managers through a process that is not recognized by our Bylaws and is therefore invalid.
 2. As mentioned above, they are discarding transmitters without proper review by the PNB or the Local Boards of the affected stations.
 3. There is a continuing lack of transparency as to decisions of the management.
 4. We still do not have updated financial information.
[Requested by vote of this Board in January 2025.]
 5. There are continuing undemocratic practices. For example:
 - Elections have been deferred until 2026 although should be in 2025 according to the Bylaws. This gives every PNB Director a two-year instead of a one-year term, and the next PNB Directors will not be chosen by Local Station Board Delegates.
 - The LSB's do not have fiduciary responsibilities or privileges in violation of our Bylaws.
 - PNB committees are either illegally constituted or non-functional. The PNB Chair has illegally declared herself a voting member of the NFC. The governance, audit, and election committees have never been called.
 - There is a self-appointed "Gang of Four" which is functioning as an Executive Committee, although this is prohibited by our Bylaws. They met in private with the legal opposition to Pacifica's case.
- Another Director made the case that Pacifica was winning this lawsuit defending the Referendum votes from 2020 and 2021, and there was no reason to cave to a demand for "mediation." There

are procedures for changing Bylaws in both the old and new versions of the Bylaws and neither version is being followed. This Director, along with others, got an email from Julie Hewitt, as the secretary of the PNB, now in her 7th year, where officers are term limited to 6 years. Hewitt wanted to set the date of the Governance Committee meeting, and didn't seem to know that the PNB is behaving as if the New Day Bylaws are in effect. This Director emailed back that, since the PNB Chair has given herself the power to ask anybody to join any committee, that she should consider inviting to the Governance Committee the 10 LSB Delegates who have already been elected to join that committee. She has not gotten a response yet.

- Another undemocratic move the New Day Majority made on the PNB occurred when the Minority requested a meeting to discuss in advance what the “mediation” was going to involve, but the Majority held a quorum strike and didn't attend, so the meeting could not take place.
- Perhaps the Board should not get officially involved, but that doesn't inhibit individuals from getting involved.
- It's important to keep up your membership in case there is a membership-wide vote in the future.
- There is another forum on these issues on Saturday, June 7th, at 6 pm ET. You can register at PacificaFightbacks.org.

The Board discussed the Reports.

Highlights of the Discussion:

- The Board voted an ad hoc committee last month to discuss what the LSB could do. They met and are seeking to come up with a list of California lawyers we might appeal to. In the meantime, the Station Manager was approached about getting a cart on the air to inform the listeners about what is going on, and he stated he would not allow mention of New Day or anything anti-the New Day Bylaws on the air.
- This is contrary to long-standing policy that Pacifica stations are free to discuss governance issues as long as the discussion is balanced, but now any mention of these developments is being censored.

9:00 pm ET – The Board heard the Community Advisory Board Report – Neil Voss

Highlights:

- Again there is a request for a metaphysical program.
- We need “solution-based” programming.
- The management needs to do, and advertise in advance, a Report to/from the Listener.
- We need Korean issue programming.
- We need to advertise for pro-bono lawyers.
- The station can ask listeners to help advertise to other listeners.

The Board discussed the report. Neil was asked to submit these reports in writing and he said he would. He stated he would submit them to the station management as well as to lsb@wbai.org.

9:03 pm ET – The Board heard the Committee of Inclusion Report – Carolyn Birden, John Brinkley, Joan de Lorenzo, Cerene Roberts.

Highlights:

- The committee affirmed its dedication to preserve the Diversity, Equity, and Inclusion goals of Pacifica, in the face of attacks by the Trump Administration on these principles.
- There is a lot of work to get done, so the majority of the elected committee members voted to add 7 more voting members to the committee and they have developed an application which will help evaluate prospective new members of the committee. The committee members also voted that only one of the new members can be an elected member of the Local Station Board.
- They have developed a script for a cart which will be on air, and the deadline for applications is June 13, 2015.
- One member of the committee disagreed about this direction and the application itself, chiefly that the Local Station Board also needs to approve both the additional members and the application. (See attached)

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

The Board heard public comment.

9:48 pm ET – The Chair adjourned the meeting.

Submitted by M. Kay Williams, WBAI LSB Secretary

“WBAI Treasurer’s Report or Ex-Treasurer’s Report” - May 14, 2025

The National Finance Committee (NFC) met on April 22, and May 13, 2025. The WBAI local Finance Committee met on April 16, 2025. These meetings were held by teleconference.

At the April 8, 2025, local Finance Committee meeting members discussed the sudden imposition of new bylaws that had not gone through the process for changing the bylaws and the fact that some people in Pacifica governance had run for their LSB by spreading disinformation about WBAI. Some members of the local Finance Committee did not believe that an actual order from a judge had been issued. The issue of the New Day et al. bylaws was discussed. I noted that the Chair of the PNB, who has had herself appointed to the questionable position of an ex officio member of the NFC, had said during the April 8, 2025, NFC meeting that, the changes in the bylaws do not alter in any way what procedures would be needed in order to sell a signal or sell a station, or sell an asset. She said this as a reassurance that people in Pacifica governance were not looking at selling a station. And at this local Finance Committee meeting we noted that both the bylaws that were adopted in 2003, and the ones being imposed by the New Day et al. faction also had a way to amend the bylaws, and that hadn’t been adhered to.

The interim General Manager attended this local Finance Committee meeting and he told the committee that WBAI had about \$51,000 cash in bank and \$4,715 in a PayPal account. He said that the station had about 1,300 BAI Buddies which provided revenue of close to \$24,000 a month. He said that the Spring on-air fund raiser which had started on February 14, had a tally of \$111,459. The on-air fund raiser's goal is \$250,000. He said that about \$3,000 has come from foundations and \$20,750 has come from Unions. He said that since June 2024, there had been 104 Major Donors donating \$500 or more and that their average donation had been \$3,834. He said that in the time he's been interim General Manager the station had raised about \$355,000 in major gifts. He told about issues with streaming and archiving and he said that the archives were studio-based now and that they were more stable. He said that the following Monday he'd be announcing a \$5,000 gift from Public Square Amplified, a non-profit journalism project based in Newark, NJ. He said that the station had, "Put the finishing touches on a \$50,000 grant," from a major Brennan Center fellow for some programming and that WBAI would make some money on it because the cost of producing the programming will be less than the grant amount. He said that he was trying to get current BAI Buddies to add to their monthly donation amounts. He said he'd gotten positive feedback to what WBAI is doing. He said that WBAI was leading Pacifica editorially. He said that he'd been working with Arthur Schwartz on the Roche Family bequest that is for \$214,000. He said that it had cleared the final hurdle and the lawyer for the estate has to file one more tax document and that the station should get the bequest in the week after this meeting, which will retire the 4 Times Square debt.

The interim General Manager said that there was no reality in the idea that WBAI owes anything to anybody in the Pacifica network. He spoke again about the \$7,500 payroll processing fee that WBAI is charged by the National Office and said that while it's not called a Central Services fee it produces \$18,500 to support the network. He said that the station has a one year lease at 388 Atlantic Ave. He said that thanks to a benefactor WBAI is paid up four months in advance on that rent. He said that with 4,000 BAI Buddies and the recurring money from Unions that WBAI would hit the \$1,000,000 mark in revenue, which is his projection for WBAI's FY25 budget.

At the conclusion of the interim General Manager's report I noted that he had said at the last meeting that he'd send us a copy of the report he'd given then in writing, but he hadn't. I said that the committee needed to get financial information from him in writing. He said he would do his best to send us that. After some more discussion he said that the responsibility for the bills and the functioning of the license was with Pacifica and the Executive Director.

At the April 22, 2025, NFC meeting the Executive Director reported on some repeater transmitters, called "translators," that Pacifica stations in California and Texas have been using to boost their signal or get their signals over mountain ranges. The Executive Director reported that some of them haven't been used for years, and others needed thousands of dollars in repairs to be able to transmit again. She said that each of the translators was costing about \$1,000 to \$1,200 a month in fees. She said that one of them covers an area that gets a single \$100 donation per year from a single donor, but now it needs repairs that would cost \$7,000 to \$12,000, so it doesn't seem to be worth operating. The Executive Director said that Pacifica had petitioned the FCC on March 9, 2025, for temporary permission to go silent with those translators. She said that if they were just left in their current state the FCC could fine Pacifica. She said

that Pacifica does not want to sell any of the licenses to operate those translators because they could end up in the hands of entities that are in opposition to Pacifica's mission. So Pacifica is looking for non-profit broadcasters that have a similar mission to Pacifica with the idea of selling them those licenses. The plan is to have whatever non-profit gets those frequencies to share half the cost of dismantling the current transmitters as well as the transfer costs charged by the FCC. It was noted at this meeting that the annual costs for some of those translators was not listed in station budgets; it was speculated that those expenses may have been folded in with other expenses.

The Executive Director told the NFC that Pacifica was completely caught up with interest payments on the FJC loan now.

The NFC then went into executive session. The report out was, "The NFC went into executive session to discuss financial and personnel issues of a confidential nature."

At the May 13, 2025, NFC meeting the Chair declared that a quorum was now three members because the Treasurers are no longer members and do not count toward a quorum. So the meeting started with three members.

Three sets of draft minutes were approved, one of which I objected to because the results of a roll call vote were not listed in the minutes as they had been reported at the meeting [See below for more on this.]

The Executive Director talked about budget reviews and read the list of dates on which there will be budget reviews. **WBAI will have its FY25 budget compliance reviewed at the next NFC meeting on May 27.**

The NFC reviewed WPFW's FY25 budget compliance at this meeting.

The question was asked of the Executive Director whether all stations had moved their bank account to the Bank of America as mandated by the PNB. The Executive Director said that they had not. In answer to a further question she said that KPFA had not and that WPFW had wanted to keep one account open in a local bank that they are using to fund their relocation and that she has view access to that account. The Executive Director said that all stations have PayPal accounts. There followed a discussion about KPFA not complying with a PNB mandate to move all bank accounts in Pacifica to Bank of America. The Executive Director said that people at KPFA were adamant about not moving over. She said that she has view-only access to the KPFA accounts.

The Executive Director said the National Office was working on the audits and on getting the IRS 990 forms done. She said that the FY22 IRS 990 form had been done and would be posted.

During these discussions the Executive Director said that stations do not have petty cash accounts or credit cards. She said that stations could use their PayPal accounts to pay for some things and that she

uses her personal credit card for some Pacifica expenses and gets reimbursed. She said that Pacifica has a debit card and that the National Business Manager is in charge of it. She said that the National Office has some part time workers who were working with stations essentially as their Business Managers. She said that one was working with WBAI and WPFW on what bills to pay.

The Executive Director said that if she sees that revenue doesn't match expenses for any part of Pacifica that she goes back to the stations and makes changes in their budgets.

The NFC then discussed a motion passed by the PNB some time in the past requiring station Managements to review program grids to see what programs are raising money, and which ones aren't.

I noted above about objecting to approving the minutes of the April 8, 2025, NFC meeting. This was because at the April 8, meeting the Secretary had announced the vote count total for the motion to invite the Treasurers to be "resource persons" on the NFC as "Passed 5 for, 3 against, 1 abstention." Apparently there was confusion about the vote of the KPFA Treasurer. But after the vote count was announced he made no mention of his difference with that vote count. This got into a lot of E-mail discussion on the NFC mailing list after I corrected the draft minutes of that meeting by noting the 5-3-1 vote on that motion. The KPFA Treasurer didn't attend the next meeting when I had submitted my correction and the NFC had passed the corrected minutes. But he started a campaign on the E-mail list with a lot of vitriol and demands that he be listed as not voting. I noted the, "If you snooze, you lose" rule in Roberts Rules of Order RONR (12th ed.) 45:9. In the end he seems to have gotten his way with the NFC Chair and Secretary also being from KPFA. Of note was his name calling and an attack on New York. Can WBAI expect to be fairly treated at the May 27, NFC meeting when our FY25 budget compliance is reviewed?

Staff got an E-mail from the interim General Manager yesterday wherein he says that WBAI has raised \$150,000 of our \$250,000 goal for this on-air fund raiser, which began on February 14. So we've only raised 60% of the goal after three months of pitching. In that E-mail he says that he requests, "that ALL producers become a WBAI Buddy at whatever level they can afford by the end of this month." At the local Finance Committee meeting reported on above he said that the station had about 1,300 BAI Buddies and needed about 4,000 BAI Buddies to start breaking even. There are only a couple of hundred producers at WBAI. In the past the suggestion that producers each become donors has been rejected by almost everyone at WBAI as a "pay to play" idea.

I'm hoping that WBAI will not be mauled by the people who hate WBAI, and in some cases apparently New York City, at the next NFC meeting. Overall, I still remain pessimistic about the future of WBAI and Pacifica.

The next NFC meeting is scheduled for Tuesday May 27, 2025, at 8:30 PM (ET). The next local Finance Committee meeting is scheduled for Wednesday, May 21, 2025, at 7:00 PM (ET). These meetings will be held by teleconference.

R. Paul Martin
WBAI LSB Treasurer

APPLICATION –WBAI COMMITTEE OF INCLUSION (Spring 2025)

The WBAI Committee of Inclusion (COI) is seeking additional members. This committee is established by Pacifica By-laws to “monitor the under-representation of communities” in our radio station area. The COI will work with the LSB, its committees, and the General Manager to impact on and improve diversity in all aspects of WBAI’s functioning, including programming, staffing, board candidacy, and other areas.

The first 4 members have been chosen by the Local Station Board (LSB) and they will elect additional COI members by majority vote. (See Pacifica By-Laws Article 8, Section 4 below. The Pacifica mission statement can be found at https://pacifica.org/about_mission.php).

The board members on the committee have decided to add 7 members.

We are seeking great diversity—both demographic and geographic—in the composition of the COI. This application is designed to help us reach that goal. Any current* WBAI listener member or staff member (paid or unpaid) may apply. Meetings will be public, but only committee members can vote. There are two choices: a term running until December 2026 or a term that ends in December 2027.

If you are interested in serving on the COI, you must provide the following contact information:

NAME: _____

PHONE ## (more than one if applicable): Day _____ Evg. _____

City, State, Zip:

_____ EMAIL: _____

* To be considered, a listener must have, since July 2024, donated at least \$25 to WBAI, worked on an LSB committee, or volunteered at least 3 hours under management supervision.

To donate, please visit <https://www.give2wbai.org>.

In addition, **please check any and all categories** below that describe your background. Please do not hesitate to add as much information as you need to describe yourself. All personal data is optional.

	Sex:
	Woman
	Man
	Self-identify Gender as:
	Orientation:
	Gay
	Transgender

	Bisexual
	Lesbian
	Asexual
	Questioning
	Intersex
	Self-identify orientation:
	Ethnicity (<i>check as many as you wish</i>):

	African Ancestry
	European Ancestry
	Latin/o/a/x
	Caribbean
	East Asian / Pacific Islander
	South Asian
	West Asian/Arab
	Indigenous
	<i>Self-Describe:</i>
	Person with a disability/differently-abled <i>Describe if you'd like:</i>
	Formerly incarcerated
	Immigrant
	Under 35 years old
	36-50
	51 - 64 years old
	65+
	Skills in statistics/demographics
	Skills in analyzing data
	Do you speak any other languages besides English, includes ASL:
	Religion:
	Occupation:
	Social / Familial status:
	Veteran
	Member of another organization? <i>Name of org.:</i>
	Station staff (paid or unpaid)
	Listener
	Other -

NOTES: This application must be **RECEIVED** by **June 13, 2025**. You may complete the application as a google form or email it to: wbaicoi2025@gmail.com.

Replacements for the additional 7 seats on this committee will be chosen from the runners-up list. No more than one (1) LSB member will be among the 7 additional members initially added to the committee.

BYLAWS: In addition, there shall be established, in each of the Foundation's radio station areas, standing committees of the Board to monitor the under-representation of communities in their respective radio station areas.

IMPORTANT: Below, please tell us why you are interested in serving on the COI. You may include organizational affiliation and other pertinent information, such as involvement in the arts or activism.
