

Minutes of the KPFK Delegates Meeting of 9/06/06

A special meeting of the KPFK Delegates was held on Wednesday, September 6, 2006 at the Los Angeles Workers' Center, 1251 South Saint Andrews Place, Los Angeles, CA 90019, the Chair being in the chair and the Secretary being present. This being a special meeting, no minutes were approved.

Twenty-one members were present: Grace Aaron, Dave Adelson, Sara Amir, Rodrigo Argueta, Lydia Brazon, Marie Deary, Israel Feuer, Sherna Gluck, Jan Goodman, Terry Goodman, Kimberly King, Sonali Kolhatkar (leaves at 9:50pm) Arturo Lemus, Casey McFall, Alan Minsky, Reza Pour, Julie C. Rodriguez, Madeleine Schwab, Harrison Weil, Don White and Lamont Yeakey.

Also present: Secretary Carol Nealy.

Three members were excused: Bill Gallegos, Margaret Prescod and Fernando Velazquez.

General Manager Eva Georgia was also **excused**.

Authority and Notice: This special meeting of the Delegates was scheduled to accompany the regular LSB meeting in anticipation of possible approval of a bylaws amendment proposal by the Pacifica National Board at their September 1, 2006 meeting. The bylaws require a vote of the Delegates in the same calendar month. Notice was posted on the KPFK web site beginning on August 30, 2006, with a correction to the proposed amendment text posted on September 4, 2006. Broadcast notices were incorporated into broadcast notices of the September 6th LSB meeting. (see Appendix A)

I. CALL TO ORDER, CALL OF THE ROLL, WELCOME &
ACKNOWLEDGEMENTS, REVIEW AND APPROVAL OF THE AGENDA,
APPROVAL OF MINUTES, MOTION FOR EXCUSED ABSENCES

The meeting was **called to order** at 8:59pm.

The Agenda was amended and **approved**. (See Appendix B)

Motion: Sherna Gluck moved that the following members be excused: Bill Gallegos, Margaret Prescod and Fernando Velazquez

Motion passes without a formal vote, with member Harrison Weil requesting that his objection be noted for the record.

II. REPORT BY KPFK ELECTION SUPERVISOR CASEY PETERS 9:05pm
Casey Peters **gave** a verbal report regarding the upcoming election of Delegates.

III. COMMENTS BY THE CHAIR 9:25pm

The Chair **introduced** volunteers Adriana Gomez and Aaruni Thakur as interested in the position of KPFK LSB Secretary.

III. PROPOSED BYLAWS AMENDMENT RATIFICATION 9:28 pm
Lydia Brazon **gave** a verbal report and **distributed** a written report.

Public comment was heard.

MOTION: PROPOSED PACIFICA BY-LAWS AMENDMENT ALLOWING FOR A SECOND AT-LARGE MEMBER OF THE PACIFICA NATIONAL BOARD

Proposed by 6 Directors of the Pacifica National Board:

Teresa Allen, KPFT listener director
Lydia Brazon, KPFK listener director
Lisa Davis, WBAI listener director
Bob Lederer, WBAI staff director
Rob Robinson, WPFW listener director
Don White, KPFK listener director

Motion: Article 5, Section 1C shall be amended to read as follows:

There shall be a minimum of twenty-two (22) and a maximum of twenty-four (24) Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect four (4) Directors: three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate - for a total of twenty (20) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws. If the Board, by resolution, fixes the number of Directors at 23 or 24, then one or two additional Director(s) respectively shall be nominated and elected as "At-large" Director(s) as set forth in Section 5 of this article of the Bylaws.

Article 5, Section 5 shall be amended to read as follows:

SECTION 5. NOMINATION AND ELECTION OF AT-LARGE DIRECTORS

A. NOMINATION

In the event that the board resolves that there shall be twenty-three (23) or twenty-four (24) Foundation Directors, then there shall be one (1) or two (2) "At-Large" Directors, respectively, elected each year. Candidates for election as an "At-Large" Director shall be nominated by majority vote of the Delegates from a minimum of three (3) radio stations, with the Delegates from each station area voting separately by station area.

Nominations shall be submitted in writing to the Foundation Secretary together with the nominee's resume and a statement of his/her interest in serving as a Director of the Foundation by a date set by Board resolution. The Foundation Secretary shall forward to all Directors all materials submitted supporting each nominee not later than fourteen (14) days after the date set by the Board.

B. ELECTION

At the next Board meeting following the submission of nomination materials to the Board, but no sooner than seven (7) days after said submission, the Directors present and voting (excluding any then current Affiliate Representative or At-Large Directors from the vote) shall elect one (1) or two (2) At-Large Director(s), depending on the number previously authorized by the Board, from the nominees submitted by the Delegates. If the election is for one At-Large Director, it shall use the Instant Runoff voting method. If the election is for two At-Large Directors, it shall use the Single Transferable Voting method. The At-Large Director shall serve for a one-year term, which shall commence immediately upon his/her election.

Motion failed: Y:9, N:11, A:0

Yes: Dave Adelson, Rodrigo Argueta, Lydia Brazon, Israel Feuer, Sherna Gluck, Jan Goodman, Arturo Lemus, Reza Pour, Julie C. Rodriguez,

No: Sara Amir, Marie Deary, Terry Goodman, Kimberly King, Sonali Kolhatkar, Casey McFall, Alan Minsky, Madeleine Schwab, Harrison Weil, Don White and Lamont Yeakey

Abstain: None

IV. UNFINISHED BUSINESS 9:58pm

None

V. NEW BUSINESS 9:59pm

Motion: Terry Goodman moved (as amended on the motion of Lydia Brazon):

Resolved, That a regular meeting of the KPFK Delegates shall be scheduled to precede the first regular Local Station Board meetings held in the months of March and September.

Public comment was heard.

Motion passes: Y-15, N-0, A-3

Yes: Dave Adelson, Lydia Brazon, Israel Feuer, Sherna Gluck, Jan Goodman, Terry Goodman, Kimberly King, Arturo Lemus, Casey McFall, Reza Pour, Julie C. Rodriguez, Madeleine Schwab, Harrison Weil, Don White and Lamont Yeakey

No: None

Abstain: Sara Amir, Rodrigo Argueta, Marie Deary

Present: Alan Minsky

Meeting **adjourned** at 10:07pm

Respectfully submitted,

Carol L. Nealy
KPFK LSB Secretary
These minutes were approved 1/6/07.

Appendix A - Meeting Notices

[Notice as posted on 8/30/06:]

Pursuant to Article Seventeen, Section 1(B)(2)(i) of the Pacifica Bylaws, which require a vote of Delegates within the same calendar month as a vote of the PNB on a proposed bylaws amendment, a SPECIAL MEETING OF THE KPFK DELEGATES has been called in anticipation of possible approval of an amendment by the required majority of all Directors at the PNB meeting scheduled for September 1, 2006.

This Special Meeting of the KPFK Delegates is set for 8:30 pm on Wednesday, September 6, 2006 at The Los Angeles Workers' Center, 1251 S Saint Andrews Place, Los Angeles, California 90019-3632. The text of the proposed bylaws amendment appears below. At the conclusion of the Delegates' meeting, or starting in its place if no Delegates meeting is needed, the KPFK Local Station Board will hold its regular public meeting.

The Los Angeles Workers' Center is two blocks West of S Western Avenue and a bit North of W Pico Blvd. Saint Andrews Place is gated just North of the Center (MapQuest doesn't know about this), so access is only from Pico. Some parking is available in the rear of the building and on Pico Blvd.

Text of proposed bylaws amendment:

**PROPOSED PACIFICA BY-LAWS AMENDMENT ALLOWING FOR A SECOND
AT-LARGE
MEMBER OF THE PACIFICA NATIONAL BOARD**

Proposed by 6 Directors of the Pacifica National Board:

- * Teresa Allen, KPFT listener director
- * Lydia Brazon, KPFK listener director
- * Lisa Davis, WBAI listener director
- * Bob Lederer, WBAI staff director
- * Rob Robinson, WPFW listener director
- * Don White, KPFK listener director

Article 5, Section 1C shall be amended to read as follows:

There shall be a minimum of twenty-two (22) and a maximum of twenty-four (24)

Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect four (4) Directors: three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate - for a total of twenty (20) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws. If the Board, by resolution, fixes the number of Directors at 23 or 24, then one or two additional Director(s) respectively shall be nominated and elected as "At-large" Director(s) as set forth in Section 5 of this article of the Bylaws.

The meeting for PNB consideration of the above amendment is scheduled for Friday, September 1, 2006, beginning at 5:30 pm Pacific time. All PNB meetings are archived and webcast at <http://www.kpftx.org>.

PNB Streams:

<http://www.pacifica.org/about/pnb/stream/>
<http://www.kpftx.org/pls/kpftx8080.pls>
<http://www.kpftx.org:8080/>

PNB Meeting Refs:

http://www.kpftx.org/pacalendar/cal_show1.php?eventdate=20060901
http://www.kpftx.org/index.php?option=com_events&task=view_detail&agid=1254&year=2006&month=09&day=01&Itemid=63
http://www.kpftx.org/index.php?option=com_content&task=view&id=2051&Itemid=102

Delegates' Meeting Refs:

http://www.kpftx.org/index.php?option=com_content&task=view&id=2052&Itemid=100
http://www.kpftx.org/index.php?option=com_events&task=view_detail&agid=1255&year=2006&month=09&day=06&Itemid=63
<http://disc.server.com/discussion.cgi?disc=165346;article=39269>
<http://disc.server.com/discussion.cgi?disc=203188;article=9414>

[Corrected Notice Posted on 9/04/06:]

The text of the proposed bylaws amendment distributed in a previous meeting announcement on 8/30/06 was incomplete and is corrected below. The current text of the two sections proposed to be replaced is also included.

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B. ELECTION

At the next Board meeting following the submission of nomination materials to the Board, but no sooner than seven (7) days after said submission, the Directors present and voting (excluding any then current Affiliate Representative or At-Large Directors from the vote) shall elect one (1) or two (2) At-Large Director(s), depending on the number previously authorized by the Board, from the nominees submitted by the Delegates. If the election is for one At-Large Director, it shall use the Instant Runoff voting method. If the election is for two At-Large Directors, it shall use the Single Transferable Voting method. The At-Large Director shall serve for a one-year term, which shall commence immediately upon his/her election.

CURRENT TEXT OF BYLAWS:

Article 5, Section 1C:

There shall be a minimum of twenty-two (22) and a maximum for twenty-three (23) Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect four (4) Directors : three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate -- for a total of twenty (20) "Station Representative"

Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws. If the Board, by resolution, fixes the number of Directors at 23, then one additional Director shall be nominated and elected as an "At-large" Director as set forth in Section 5 of this Article of the Bylaws.

Article 5, Section 5:

SECTION 5. NOMINATION AND ELECTION OF AT-LARGE DIRECTOR

A. NOMINATION

In the event that the Board resolves that there shall be twenty three (23) Foundation Directors (the maximum number of Directors permitted under these bylaws) then there shall be one "At-Large" Director elected each year. Candidates for election as an "At-Large" Director shall be nominated by majority vote of the Delegates from a minimum of three radio stations, with the Delegates from each station voting separately by station area. Nominations shall close on February 15th each year and shall be submitted in writing by that date to the Foundation Secretary together the nominee's resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Directors all materials submitted supporting each nominee not later than March 1st.

B. ELECTION

As the second order of business at the Board meeting in March each year in which an At-large director is to be elected, the Directors present and voting (excluding any then current Affiliate Representative or At-Large Directors from the vote) shall elect one (1) At-Large Director from the nominees submitted by the Delegates, using the Instant Runoff Voting method. The At-Large Director shall serve for a one year term which shall commence immediately upon his/her election.

Posting Refs:

http://www.kpfk.org/index.php?option=com_content&task=view&id=2051&Itemid=102
http://www.kpfk.org/index.php?option=com_content&task=view&id=2052&Itemid=100
http://www.kpfk.org/index.php?option=com_events&task=view_detail&agid=1255&year=2006&month=09&day=06&Itemid=63
<http://disc.server.com/discussion.cgi?disc=165346;article=39272>
<http://disc.server.com/discussion.cgi?disc=203188;article=9435>

Appendix B - Agenda Draft

KPFK Delegates Meeting
Sept. 6, 2006
(Draft Pending LSB Approval)
Los Angeles Workers' Center
1251 South Saint Andrews Place
Los Angeles, CA 90019

I: Call To Order, Call Of The Roll, Welcome & Acknowledgements, Review And Approval Of The Agenda, Approval Of Minutes, Motion For Excused Absences [8 Minutes]

II: Comments By The Chair [3 minutes]

III: Proposed Bylaws Amendment Ratification

IV: Unfinished Business

VI: New Business [10 minutes]