

Reconciles Notice Compliance of PNB Meetings with PNB's Meeting Practice and Needs to Conduct Foundation Business

This amendment proposes to remedy two issues. The PNB has, almost always, held regular meetings of the PNB on the telephone, side-stepping the criteria of a special meeting. In the interest of proper compliance, and having experienced the constraints of attempting to hold to the special meeting criteria in recent months, we need to bring the Notice requirements in line with our established and necessary practice. Pacifica's meeting notice requirements have gone beyond what is required by CPB and this amendment seeks to provide for reasonable "notice directed toward those individuals who could be most reasonably expected to have an interest in attending the meetings" as articulated in the Open Meeting Requirements of the Communications Act . The proposing directors believe this amendment provides proper notice of meetings while removing elements which put Pacifica at risk for non-compliance.

Existing Text

Article Six, Meetings of the Board of Directors, Section 4: Notice

Notice of every regular meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be sent to each Director by first class mail, facsimile or email, according to the preference each Director specifies in writing to the Foundation's Secretary, at least thirty (30) days before any such meeting. Special meetings shall require only seven (7) days advance notice, but shall also require telephonic notice by leaving a message at the telephone number given to the Foundation's Secretary for such notice by each Director, and shall specify the purpose of the meeting. No additional business not stated in the notice shall be conducted at a special meeting. Notice of all meetings shall be placed on the Foundation's website and announced a minimum of 3 times daily on air for five consecutive days on all Foundation radio stations, beginning, whenever reasonably possible, no later than ten days before the date of said meeting.

Notice of a meeting hereunder will be deemed waived by a Director who affirmatively agrees to attend a meeting or to waive this advance notice requirement, signs a waiver of notice or a written consent to hold the meeting, or who attends the meeting without protesting prior to the meeting or upon commencement of the meeting to the lack of notice to that Director.

Proposed amended text below: Deletions are enclosed in parenthesis () and added text is in CAPS:

Article Six, Meetings of the Board of Directors, Section 4: Notice

Notice of every regular OR SPECIAL IN-PERSON meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be sent to each Director , AT LEAST THIRTY (30) DAYS BEFORE ANY SUCH MEETING by (first class mail, facsimile or) email, UNLESS AN ALTERNATIVE MEANS OF NOTICE BY A DIRECTOR IS

SPECIFIED (according to the preference each Director specifies) in writing to the Foundation's Secretary. (at least thirty (30) days before any such meeting) REGULAR OR Special meetings shall require only seven (7) days advance notice, (but shall also require telephonic notice by leaving a message at the telephone number given to the Foundation's Secretary for such notice by each Director,) and shall specify the purpose of the meeting. No additional business not stated in the notice shall be conducted at a special meeting. Notice of all meetings shall be placed on the Foundation's website. IN-PERSON REGULAR OR SPECIAL MEETINGS (and) SHALL BE announced a minimum of 3 times daily on air for five consecutive days on all Foundation radio stations, beginning, whenever reasonably possible, no later than ten days before the date of said meeting.

Notice of a meeting hereunder will be deemed waived by a Director who affirmatively agrees to attend a meeting or to waive this advance notice requirement, signs a waiver of notice or a written consent to hold the meeting, or who attends the meeting without protesting prior to the meeting or upon commencement of the meeting to the lack of notice to that Director.

Text as amended:

Article Six, [Meetings of the Board of Directors](#), Section 4: Notice

Notice of every regular or special in-person meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be sent to each Director at least thirty (30) days before any such meeting by email, unless an alternative means of notice by a Director is specified in writing to the Foundation's Secretary. Regular or special meetings shall require only seven (7) days advance notice, and shall specify the purpose of the meeting. No additional business not stated in the notice shall be conducted at a special meeting. Notice of all meetings shall be placed on the Foundation's website. (and) In-person regular or special meetings shall be announced a minimum of 3 times daily on air for five consecutive days on all Foundation radio stations, beginning, whenever reasonably possible, no later than ten days before the date of said meeting.

Notice of a meeting hereunder will be deemed waived by a Director who affirmatively agrees to attend a meeting or to waive this advance notice requirement, signs a waiver of notice or a written consent to hold the meeting, or who attends the meeting without protesting prior to the meeting or upon commencement of the meeting to the lack of notice to that Director.

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