

## **Bylaws Amendment to correct inconsistent text re Affiliates Election date**

Rationale: In 2008 when Article Five, Section 4 of the bylaws was amended to allow for Affiliates to be elected in December instead of the March of the following year, so as to seat them along with the station Directors at the end of January, the necessary corresponding change was not made to Article Five, Section 8. As Jack VanAken, then Director on the PNB wrote:

“FYI, as a result of this amendment's passage there is an incongruence with "Article Five, Board of Directors of the Foundation, Section 8: Filling Vacancies on the Board". That was an oversight on my part when putting the motion forward.”—Jack

### **EXISTING TEXT:**

## **Article Five, Board of Directors of the Foundation, Section 8: Filling Vacancies on the Board**

If a Director's seat previously held by a "Station Representative" Director becomes vacant for any reason, that seat shall be immediately filled for the remainder of the term by a Director elected by the Delegates from that radio station, provided, however, that if the previous Director was a Staff Director, the Delegates shall election a Staff Director and if the previous Director was a Listener-Sponsor Director, then a Listener-Sponsor Director shall be elected. If a Director's seat previously held by an "Affiliate Representative" or "At-Large" Director becomes vacant for any reason, that seat shall be filled for the remainder of that term by the majority vote of the Board from the most recent list of nominees it had received for "Affiliate Representative" or "At-Large" Directors, as applicable, or if none, then nominations shall be declared open and the seat shall be filled the following March for a new one-year term.

**Proposed Changes to Text: DELETED TEXT IN BRACKETS, ADDED, NEW TEXT IN CAPS:**

## **Article Five, Board of Directors of the Foundation, Section 8: Filling Vacancies on the Board**

If a Director's seat previously held by a "Station Representative"

Director becomes vacant for any reason, that seat shall be immediately filled for the remainder of the term by a Director elected by the Delegates from that radio station, provided, however, that if the previous Director was a Staff Director, the Delegates shall election a Staff Director and if the previous Director was a Listener-Sponsor Director, then a Listener-Sponsor Director shall be elected. If a Director's seat previously held by an "Affiliate Representative" or "At-Large" Director becomes vacant for any reason, that seat shall be filled for the remainder of that term by the majority vote of the Board from the most recent list of nominees it had received for "Affiliate Representative" or "At-Large" Directors, as applicable, or if none, then nominations shall be declared open and the seat shall be filled the following {March} DECEMBER for a new one-year term.

**PROPOSED TEXT AS AMENDED:**

**Article Five, Board of Directors of the Foundation, Section 8: Filling Vacancies on the Board**

If a Director's seat previously held by a "Station Representative" Director becomes vacant for any reason, that seat shall be immediately filled for the remainder of the term by a Director elected by the Delegates from that radio station, provided, however, that if the previous Director was a Staff Director, the Delegates shall election a Staff Director and if the previous Director was a Listener-Sponsor Director, then a Listener-Sponsor Director shall be elected. If a Director's seat previously held by an "Affiliate Representative" or "At-Large" Director becomes vacant for any reason, that seat shall be filled for the remainder of that term by the majority vote of the Board from the most recent list of nominees it had received for "Affiliate Representative" or "At-Large" Directors, as applicable, or if none, then nominations shall be declared open and the seat shall be filled the following December for a new one-year term.

**PROPOSED BY THE FOLLOWING PACIFICA NATIONAL BOARD DIRECTORS:**

Jim Brown  
Adriana Casenave

Janet Kobren  
Tony Norman  
Michael Novick  
Margy Wilkinson