

Rationale: This amendment returns this bylaws section to the original text which was subsequently to allow for discretion by the NES. That discretion, although reasonable considering the circumstances, nevertheless created much confusion with many listener members who were eligible at the start of the election period, were not once the record date was changed to accommodate other timeline constraints.

Existing Text:

Bylaws Amendment re Record Date

Article Three, Members of the Foundation, Section 10: Record Date

The record date for purposes of determining the Members entitled to receive notice of any meeting, entitled to vote by written ballot or entitled to exercise any other lawful membership action, shall be forty-five (45) days before the date of the special meeting, 45 to 60 days before the day on which the first written ballot is distributed or made available to the Members, (based on the reasonable discretion of the National Election Supervisor) or 45 days before the taking of any other action, as applicable.

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

Bylaws Amendment re Record Date

Article Three, Members of the Foundation, Section 10: Record Date

The record date for purposes of determining the Members entitled to receive notice of any meeting, entitled to vote by written ballot or entitled to exercise any other lawful membership action, shall be forty-five (45) days before the date of the special

meeting, 45 to 60 days before the day on which the first written ballot is distributed or made available to the Members, {(based on the reasonable discretion of the National Election Supervisor)} or 45 days before the taking of any other action, as applicable.

Bylaws Amendment re Record Date

Article Three, Members of the Foundation, Section 10: Record Date

The record date for purposes of determining the Members entitled to receive notice of any meeting, entitled to vote by written ballot or entitled to exercise any other lawful membership action, shall be forty-five (45) days before the date of the special meeting, 45 to 60 days before the day on which the first written ballot is distributed or made available to the Members, **Article Twelve, Corporate Records, Report and Seal, Section 3: Directors: Inspection Rights**

Every Director, or his or her designated agent, shall have the absolute right at any reasonable time to inspect and copy all of the Foundation's books, records and documents of every kind and to inspect the physical properties of the Foundation.

or 45 days before the taking of any other action, as applicable.

PROPOSED BY THE FOLLOWING PACIFICA NATIONAL BOARD DIRECTORS:

Wesley Bethune
Jim Brown
Adriana Casenave
Janet Kobren
Tony Norman
Michael Novick
Margy Wilkinson

