

Final Report on Bylaws Amendments Process, 2016 (first ballot)

December 2, 2016

One proposed bylaws amendment, *Correcting inconsistent text re Affiliates Election date quorum* was adopted in this ballot.

On June 2, 2016, the Pacifica National Board made up of 19 Directors approved three of the four proposed bylaws amendments. They were as follows: *Defining Director's Inspection "designated agent"*, *Delegates Elections Record Date*, *Delegates Elections requisite 15 Nominating Signature Requirement*, and *Correcting inconsistent text re Affiliates Election date*. Three of the four proposed bylaws amendments were approved by the PNB.

The KPFA delegates met on July 9, 2016 to consider the three proposed bylaws amendments approved by the PNB [see note below].

The KPFT delegates met on July 13, 2016 to consider the three proposed bylaws amendments approved by the PNB.

The WPFW delegates met on July 13, 2016 to consider the three proposed bylaws amendments approved by the PNB.

The KPFK Delegates did not vote on the three proposed bylaws amendment approved by the PNB. At its June 19, 2016 KPFK Local Station Board meeting the following motion was passed: "[The] KPFK Local Station Board resolves that no PNB Bylaws changes may occur unless and until all PNB directors and delegates are properly seated according to the current Pacifica National Board Bylaws."

Note that the WBAI delegates did not vote on any of the proposed bylaws amendments by the July 31, 2016 deadline.

Note: Since June 2016 the KPFA LSB had been allowing its Delegates to participate in LSB meetings via remote access including when voting on the proposed bylaws amendments in this ballot. This report was delayed on August 4, 2016 pending an opinion by Pacifica's FCC Lawyer, John Crigler on using such a practice.

Subsequent to the IED having forwarded John Crigler's opinion regarding LSB's use of remote access during their meetings to the PNB on November 3, 2016 and reporting on it during the November 3rd PNB meeting and following that up with an email clarification on November 14th, the PNB approved the following policy at its December 1, 2016 PNB meeting:

Pacifica Policy on LSB Remote Access Participation

Since Local Station Board meetings including Delegate Assemblies are subject to open

meeting rules, resolved that until "exigent circumstances"* for certain individuals is spelled out by the PNB, Pacifica's policy regarding Local Station Boards allowing LSB members to participate in LSB meetings via remote access is that this is prohibited. All LSB meetings are to be conducted as in-person meetings. With the following amendment: The PNB Secretary shall immediately notify the LSB Chairs and LSB Secretaries of this new policy.

Given that the above policy cannot be applied retroactively, KPFA's votes on the proposed bylaws amendments in this ballot shall stand.

See more about the KPFA Delegates vote under the vote tallies for *Correcting inconsistent text re Affiliates Election date* below.

Vote tallies for *Delegates Elections Record Date, Delegates Elections requisite 15 Nominating Signature Requirement*

PNB: 8Y/6N/1A/1 PRESENT NOT VOTING (failed)

Proposed bylaws amendment did not qualify to go to the station Delegates for a vote and was not adopted

Vote tallies for *Defining Director's Inspection "designated agent"*

PNB: 11YES/5 NO/0 ABSTENTIONS (approved)

Station Delegates votes were as follows:

KPFA: No vote taken (failed)

KPFT: 5 YES/13 NO/3 ABSTENTIONS (failed)

WPFW: 14 YES/1 NO/4 ABSTENTIONS (approved)

KPFK: No vote taken (failed)

WBAI: Quorum not met

Proposed bylaws amendment not adopted

Vote tallies for *Delegates Elections Record Date*

PNB: 14Y/0N/2A (approved)

Station Delegates votes were as follows:

KPFA: No vote taken (failed)

KPFT: 9Y/6N/5A (failed)

WPFW: 17Y/0N/2A (approved)
KPFK: No vote taken (failed)
WBAI: Quorum not met

Proposed bylaws amendment not adopted

Vote tallies for *Correcting inconsistent text re Affiliates Election date*

PNB: 14Y/0N/2A (approved)

Station Delegates votes were as follows:

KPFT: 16Y/4N (approved)

WPFW: 17Y/1N/3A (approved)

KPFK: No vote taken (failed)

WBAI: Quorum not met

KPFA: 13Y/0N/2A (approved) [Note: One of the 13 Delegates who voted YES voted via remote access]

Proposed bylaws amendment is adopted

Summary

One of the three proposed bylaws amendments approved by the PNB met the additional bylaws requirement that the majority of the Delegates of at least 3 of the 5 Pacifica stations approve the PNB-approved proposed bylaws amendments (see http://pacificafoundation.org/indexed_bylaws/art6sec1.html).

Correcting inconsistent text re Affiliates Election date quorum
proposed bylaws amendment was adopted in this ballot.

The sections affected for this bylaws amendment which includes the new language is as follows (note that the descriptions of what was changed can be found at the bottom of this report)

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.

Respectfully submitted by Janet Kobren, PNB Secretary

Description of what was changed

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

The existing Bylaws language had been:

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.

The language that was changed (DELETED TEXT IN BRACKETS, ADDED, NEW TEXT IN CAPS) and indicated below is as follows:

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.