

Proposed Amendment #1

RE: IN-PERSON MEETINGS OF THE PACIFICA NATIONAL BOARD

Article Six, Meetings of the Board of Directors, Section 1: Time and Place of Meetings

Background: The amendment intends to allow greater flexibility and latitude to the Board in keeping with the needs and realities of the Pacifica Foundation in any given year. Financial constraints and weather events are among the considerations the board may factor into their yearly scheduling of in-person meetings. The amendment allows for a range of between two to four meetings per calendar year. It also removes the specificity of naming the months in which in-person meetings are held, beyond that of the "Annual Meeting" in late January.

Existing Text

The "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other times and places as agreed by a majority vote of the Board of Directors. The Board shall also regularly meet in March, June and September of each year. The four regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.

Proposed Text

The in-person "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other times and places as agreed by a majority vote of the Board of Directors. The Board shall meet in person two to four times each calendar year as agreed by a majority vote of the Board of Directors. The two to four in-person regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.

The following Directors have proposed Amendment #1:

Teresa Allen, KPFT
Rodrigo Argueta, KPFK
Nia Bediako, WBAI

Lydia Brazon, KPFK
Campbell Johnson, WPFW
Laura Prives, KPFA

Marcel Reid, WPFW
Dan Siegel, KPFA
Andrea Turner, KPFA

Proposed Amendment #2

RE: PNB MEETING NOTICE

Article Six - Meetings of the Board of Directors/ SECTION 4. NOTICE

Background: The current notice for "special" (telephone) PNB meetings are excessively restrictive, difficult to comply with, and exceed CPB requirements. CPB requires that *"The station makes on-air announcements on at least three consecutive days once during each calendar quarter that explain the station's open meeting policy and provide information about how the public can obtain information regarding specific dates, times, and locations."* If this amendment is adopted it will help ensure reasonable notice by establishing practical requirements. It would delete the requirement for telephonic notice to Directors and reduce the number of on-air broadcast announcements

Existing Text

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 text

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, by the same methods, 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 addition, each station shall make on-air announcements on at least three consecutive days once during each calendar quarter that explain the station's open meeting policy and provide information about how the public can obtain information regarding specific dates, times, and locations.

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.

The following Directors have proposed Amendment # 2:

Bill Crosier, KPFT
Summer Reese, KPFFK

Carolyn Birden, WBAI
Tracy Rosenberg, KPFA

Ken Aaron, KPFFK
Alex Steinberg-WBAI

Proposed Amendment #3
RE: ELIGIBILITY OF DELEGATES
Article Four, Section 2a

Background: Under the current Bylaws, a delegate (LSB member) may not be a candidate for public office, even if he/she is only running to get attention to *issues* and does not have a realistic chance of winning. This proposed amendment would allow a delegate to be a candidate for public office but would require relinquishment of the position if elected.

Existing Text:

A Delegate shall be deemed to have resigned the position of Delegate if s/he becomes a candidate for public office or accepts a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies.

Proposed Text

A Delegate shall be deemed to have resigned the position of Delegate if s/he attains public office or accepts a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies.

The following Directors have proposed Amendment # 3

Bill Crosier, KPFT
Summer Reese, KPFK
Carolyn Birden, WBAI

Teresa Allen-KPFT
Jessica Apolinar, KPFT

Alex Steinberg-WBAI
Marcel Reid-WFPW

Proposed Amendment #4

RE: Bylaws Amendments Article 17, Section 1b. Voting And Approval

Background: Under the current Bylaws, it's very difficult to get amendments approved due to rather arbitrary constraints on when and how they are approved (example: within the same calendar month, rather than within 30 days). This proposed amendment would make the process easier, but still retain important provisions regarding notice and require the same number of votes for approval.

Existing Text:

(1) Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of one ballot per 12- month period related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is 60 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the "Notice Date"). On the Notice Date, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement twice a day for a period of 60 days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 15 days of the Board and Delegates meetings to vote on these amendments.

(2) In order for new Bylaws to be adopted, or these Bylaws amended or repealed and subject to Section 1(B)(3) below:

(i) except as provided in Section 1(B)(3) below, the proposed amendment(s) must be approved by the majority of all Directors on the Board and by the majority vote of all the Delegates of at least three of the Foundation radio stations.. The Delegates shall vote on the proposed amendment(s) within the same calendar month as the Board; or

(ii) in the case of amendment(s) proposed by Member petition pursuant to Section 1(A)(3) above, said proposed amendment(s) must first be presented to the Board and the Delegates for approval as set forth in Section 1(B)(2)(i) above. If any proposed amendment is approved by the Board and the Delegates, then, unless membership approval is required under Section 1(B)(3) below, the amendment shall be adopted. If any proposed amendment is not approved by the Board and Delegates, then it shall be submitted to the Members for approval and shall be adopted if approved by the Members as set forth in Section 1(B)(4) below.

Proposed text

(1) Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of one ballot per 6-month period related to the amendment of the Foundation's Bylaws, which voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is 45 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the "Notice Date"). On the Notice Date, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement once a day at a varying time for a period of 45 days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 15 days of the Board and Delegates

(2) In order for new Bylaws to be adopted, or these Bylaws amended or repealed and subject to Section 1(B)(3) below:

(i) except as provided in Section 1(B)(3) below, the proposed amendment(s) must be approved by the majority of all Directors on the Board and by the majority vote of all the Delegates of at least three of the Foundation radio stations. The Delegates shall vote on the proposed amendment(s) within the 45 day period beginning with the first voting date of the Board or delegates; or

(ii) in the case of amendment(s) proposed by Member petition pursuant to Section 1(A)(3) above, said proposed amendment(s) must first be presented to the Board and the Delegates for approval as set forth in Section 1(B)(2)(i) above. If any proposed amendment is approved by the Board and the Delegates, then, unless membership approval is required under Section 1(B)(3) below, the amendment shall be adopted. If any proposed amendment is not approved by the Board and Delegates, then it shall be submitted to the Members for approval and shall be adopted if approved by the Members as set forth in Section 1(B)(4) below.

The following Directors have proposed Amendment #4

Bill Crosier, KPFT
Summer Reese, KPFK
Carolyn Birden, WBAI

Teresa Allen-KPFT
Jessica Apolarin, KPFT

Alex Steinberg-WBAI
Marcel Reid-WFPW

Proposed Amendment #5

RE: STAFF QUORUM

Article Three, Section 7

Background: This section contains a typo that creates ambiguity with regard to quorum in Staff elections, which is defined as "one-third (1/4)". The original intent is broadly reported to have been one-fourth, not one-third.

Existing Text

A quorum of the Staff Members shall be one-third (1/4) of those Staff Members entitled to vote on the matter, as of the applicable record date.

Proposed Text

A quorum of the Staff Members shall be one-fourth (1/4) of those Staff Members entitled to vote on the matter, as of the applicable record date.

The following Directors have proposed Amendment #5

Bill Crosier, KPFT

Summer Reese, KPFK

Carolyn Birden, WBAI

Tracy Rosenberg-KPFA

Ken Aaron-KPFK

Teresa Allen-KPFT

Jessica Apolinar, KPFT

Alex Steinberg-WBAI

Proposed Amendment #6

RE: NOMINATION PERIOD

Article Four, Section 5 - Part 1

Background: This section is ambiguous with regard to number of days in nominating period, stating (30) days, but defining a period that spans 31 days.

Current text

"In a Delegate election year, the nomination period for seats being vacated shall open on June 1 and remain open for thirty (30) days, closing on July 1."

Proposed text

"In a Delegate election year, the nomination period for seats being vacated shall open on June 1 and remain open for thirty (30) days, closing on June 30."

The following Directors have proposed Amendment #6:

Bill Crosier, KPFT

Summer Reese, KPFK

Carolyn Birden, WBAI

Tracy Rosenberg-KPFA

Ken Aaron-KPFK

Teresa Allen-KPFT

Jessica Apolinar, KPFT

Proposed Amendment #7

RE: PROVISION TO ADJUST ELECTION DATES

Article Four, Section 5 - Part 2

Background: The current bylaws mandate exact election dates/schedules, including candidate-filing period beginning June 1st. For this period to begin as mandated, all Local Election Supervisors must be on the ground running by the end of May. For the last two Pacifica elections, the NES was not hired until well after May 1st, which has created a detrimental rush to recruit/select/hire and train all the Local Election Supervisors, all while making other preparations for the election.

The reality is that, the National Election Supervisor must be hired by March 1st in order to complete all the preparatory work that's needed. If this deadline is not met, it is detrimental to the intent of our election process and sets the stage for hostility and potential lawsuits. If approved, this amendment will provide flexibility if the NES is not hired by March 1.

Add the following to the end of the first paragraph of Article Four, Section 5:

"Notwithstanding the above dates in this paragraph, the National Election Supervisor (NES), after consulting with management at all stations to review plans for fund drives and other possible conflicts with elections, may adjust all the other dates in this paragraph as necessary to ensure that there is (1) adequate time for preparation for the elections at each station, and (2) adequate promotion at each station to obtain an adequate number of qualified candidates. For determining whether the nomination deadline date should be extended, if the number of candidates in each election is at least twice the number of positions to fill, then the number of candidates shall be deemed to be adequate. However, there is no requirement that the nomination deadline be extended indefinitely if this number of candidates is not obtained. Any adjustments to the election dates should ensure that the elections are completed and certified by December 1 so the newly elected Delegates may be seated as provided in Article Seven, Section 6B."

The following Directors have proposed Amendment #7:

Bill Crosier, KPFT
Summer Reese, KPFK

Carolyn Birden, WBAI
Tracy Rosenberg-KPFA

Ken Aaron-KPFK
Teresa Allen-KPFT

Proposed Amendment #8

RE: STV/IRV voting with ties

Article Fifteen, Section 1, VOTING METHODS Paragraph 1

Background: The current Bylaws are unclear what to do in the case of a tie (use 2nd choice votes, or flip a coin). This can occur if there are only two people running for a single position and there's a tie in first place votes. This amendment would clarify what should be done.

Current Text

"Unless otherwise expressly provided in these Bylaws, all elections by the Members, Delegates, Directors, and LSBs, shall be conducted by the Single Transferable Voting method where there is more than one seat or position to be filled, and by the Instant Runoff Voting Method where there is only one seat or position to be filled."

Proposed Text

"Unless otherwise expressly provided in these Bylaws, all elections by the Members, Delegates, Directors, and LSBs, shall be conducted by the Single Transferable Voting (STV) method where there is more than one seat or position to be filled, and by the Instant Runoff Voting (IRV) Method where there is only one seat or position to be filled. In any phase of evaluating IRV results, in the event of a tie, the next tier of choices are evaluated until the tie is resolved (if tied on first place votes, add up the 2nd choice votes, and so on. If this does not resolve the tie, the winner will be selected by lot (flipping a coin or other agreed upon method of chance)."

The following Directors have proposed Amendment #8:

Bill Crosier, KPFT
Summer Reese, KPFK

Carolyn Birden, WBAI
Tracy Rosenberg-KPFA
Ken Aaron-KPFK

Teresa Allen-KPFT
Jessica Apolinar-KPFT

Proposed Amendment #9

RE: STV Droop Threshold

Article Fifteen, Section 1, "SINGLE TRANSFERRABLE VOTING METHODS", paragraph 3

Background: This would fix an error in the Bylaws dealing with how the threshold is calculated for STV ballot counting. It says to take the integral part of the fraction in the calculation, rather than retaining the fraction. I think all the NESs have been doing what the amendment says, but the Bylaws don't say this. See these articles if you'd like an independent statement about dropping the fractional part:

<http://www.openstv.org/book/export/html/16>

<http://fairvote.org/handcount-directions-fractional-transfers-2>

http://en.wikipedia.org/wiki/Droop_quota

Current Text

3. A threshold number of votes a candidate needs to be elected shall then be established ("Threshold"). The Threshold shall be that number which is equal to the total number of valid ballots cast divided by the sum of one plus the number of seats to be filled, plus one {[total number of valid ballots cast/(1 + the number of seats to be filled)] + 1}.

Proposed Text

3. A threshold number of votes a candidate needs to be elected shall then be established ("Threshold"). The Threshold shall be that number which is equal to the integer part of: the total number of valid ballots cast divided by the sum of one plus the number of seats to be filled, plus one {integer part of [total number of valid ballots cast/(1 + the number of seats to be filled)] + 1}.

The following Directors have proposed Amendment #9:

Bill Crosier, KPFT
Summer Reese, KPFK

Carolyn Birden, WBAI
Tracy Rosenberg-KPFA
Ken Aaron-KPFK

Teresa Allen-KPFT
Jessica Apolinar-KPFT

Proposed Amendment #10

RE: Removal of Delegates

Article Article Four, Section 9, "Removal of Delegates"

Background: The amendment intends to protect the Foundation and the PNB from organizational instability and financial distress and establishes a higher threshold of participation by members seeking removal of a Delegate. The petition threshold is raised to ten percent and must be accomplished in a 90 day period and the cost of the election must be borne by the members seeking the removal. The Delegates rights to respond to the allegations has also been protected.

Current Text

Any Delegate shall be removed from the position of Delegate, and cease to be a Delegate, upon the occurrence of any of the following: (A) said Delegate's death or resignation; (B) upon the occurrence of a disqualifying act, e.g. the appointment to an elected political office; (C) failure of a Delegate to attend three consecutive Local Station Board meetings, which absences have not been excused by a majority vote of the LSB members present at the meetings in question; (D) upon the fair and reasonable determination, by a 2/3 [scrivener's error corrected by Secretary September 2003] vote of all the Directors of the Foundation, or a 2/3 vote of all the Delegates for the same radio station as the Delegate in question, at a meeting on said issue, after a review of the facts, that, in its sole discretion, said Delegate has exhibited conduct that is adverse to the best interests of the Foundation or the radio station; or (E) upon the majority vote of the class of Members associated with the radio station who originally elected the Delegate voting by written ballot in an election to remove said Delegate, provided that a quorum is established by written ballot, and further provided that before any such election may be held the Secretary of the appropriate Local Station Board shall first have received a petition signed by at least two percent (2%) of the appropriate class of Members affiliated with that radio station seeking said Delegate's removal due to conduct by the Delegate that is specifically alleged in the petition to be adverse to the best interest of the Foundation or the local radio station. In the event of a removal proceeding pursuant to this Section 9(D) or 9(E), the Delegate must be afforded reasonable and appropriate due process according to the circumstances, including notice and an opportunity to be heard at the meeting or in writing if a written ballot is submitted to the Members. Any Delegate who is removed who was simultaneously serving as a Foundation Director or an officer of the Foundation or an LSB shall also be deemed removed from any and all of these positions and from any positions on a committee that s/he held by reason of his/her role as a Delegate or Director. Notice of a meeting to remove a Delegate must be given in writing at least thirty (30) days in advance. A Delegate removed pursuant to this Section 9(D) or 9(E) shall not be eligible for reelection as a Delegate for a period of three (3) years.

Revised Text

Any Delegate shall be removed from the position of Delegate, and cease to be a Delegate, upon the occurrence of any of the following: (A) said Delegate's death or resignation; (B) upon the occurrence of a disqualifying act, e.g. the appointment to an elected political office; (C) failure of a Delegate to attend three consecutive Local Station Board meetings, which absences have not been excused by a majority vote of the LSB members present at the meetings in question; (D) upon the fair and reasonable determination, by a 2/3 [scrivener's error corrected by Secretary September 2003] vote of all the Directors of the Foundation, or a 2/3 vote of all the Delegates for the same radio station as the Delegate in question, at a meeting on said issue, after a review of the facts, that, in its sole discretion, said Delegate has exhibited conduct that is adverse to the best interests of the Foundation or the radio station; or (E) upon the majority vote of the class of Members associated with the radio station who originally elected the Delegate voting by written ballot in an election to remove said Delegate, which shall be held in combination with the next regularly scheduled election for that class of member and that funds are provided in advance by those seeking the Delegates removal to cover any additional costs that will be incurred and provided that a quorum is established by written ballot, and further provided that before any such election may be held the Secretary of the appropriate Local Station Board shall first have received a petition signed by at least ten (10%) percent of the appropriate class of Members affiliated with that radio station seeking said Delegate's removal due to conduct by the Delegate that is specifically alleged in the petition to be adverse to the best interest of the Foundation or the local radio station. The Delegate has the right to generate a response to the charges which if submitted must be presented when signatures are being solicited for the petitions and the signers must attest to having seen this response. The petition signatures must have been acquired over a period of not more than 90 consecutive calendar days. Violation of these requirements in acquisition of even one signature is cause for invalidation of the entire petition. The seekers allegations and the Delegates response, if provided, must be presented to the class of member in the election the cost of which will be paid for by the seekers of the removal.. In the event of a removal proceeding pursuant to this Section 9(D) or 9(E), the Delegate must be afforded reasonable and appropriate due process according to the circumstances, including notice and an opportunity to be heard at the meeting or in writing if a written ballot is submitted to the Members. Any Delegate who is removed who was simultaneously serving as a Foundation Director or an officer of the Foundation or an LSB shall also be deemed removed from any and all of these positions and from any positions on a committee that s/he held by reason of his/her role as a Delegate or Director. Notice of a meeting to remove a Delegate must be given in writing at least thirty (30) days in advance. A Delegate removed pursuant to this Section 9(D) or 9(E) shall not be eligible for reelection as a Delegate for a period of three (3) years

The following Directors have proposed Amendment #10:

Bill Crosier, KPFT
Summer Reese, KPFK

Carolyn Birden, WBAI
Ken Aaron-KPFK

Alex Steinberg, WBAI
Bruce Wolf, WPFW