

Proposed Pacifica Foundation Bylaws Amendments – Dec. 2018

Article numbers and section numbers of those articles, that would be changed by the proposed amendments, are given below as Art. x.y, where x is the Article number, and y is the section number. For example, an amendment that would affect Article 1, Section 2 would be shown in this list as Art. 1.2 This is done to make the file names and titles shorter.

These are the Bylaws amendments proposed in Dec. 2018, with an identifying number added at the beginning. Each starts on a separate page, following this list.

- 1 -- Art. 3.4 – End Use of Membership Waivers
- 2 -- Art. 4.1 – Delegates Defined
- 3 – Art. 4.2 – Delegates Eligibility – Nomination – even if only advisory
- 4 -- Art. 4.3, 4.10, 7.2 – Reduce Size of LSBs and Fix Filling of Vacancies
- 5 -- Art. 4.10, 7.2 – LSBs and Delegates – Size and Handling of Vacancies
- 6 -- Art. 5.1 – Board of Directors – Eligibility - even if only advisory
- 7 -- Art. 5.1 – Board Sets Policy and Managers Implement Policy
- 8 -- Art. 5.1, 5.2, 5.3 – Change PNB Size to 14 max with 2 yr term
- 9 -- Art. 5.1, 5.2, 5.3 – Change PNB Size to 19 max with 2 yr term
- 10 -- Art. 5.1, 5.3, 8.2 – Reduce Sizes of PNB and National Committees
- 11 -- Art. 5.4 – Affiliate Representative Director Election

Proposed Bylaw Amendment # 1 – Art. 3.4 – End Use of Membership Waivers

2018 Proposed Pacifica Bylaws Amendment Article 3, Section 4 - Membership Waivers

Summary of Amendment:

This amendment would remove the ability of LSBs to give waivers for membership requirements.

Rationale: Waivers have been abused by certain LSBs, by exempting friends of LSB members from even the minimal donation requirement of either \$25 or 3 volunteer hours per year, so that those people may get ballots and vote for their friends in Pacifica elections without donating *anything* (money or volunteer time) to the station.

Even incarcerated listeners can meet the volunteer hour requirement by helping to review programs for the Program Director, for example.

People should show a minimal level of commitment to the station to be able to vote in our elections, but of course they may still listen without donating anything.

Actual amendment text:

Remove Article Three, Section 4 (Waiver of Requirements) from the Bylaws. It currently reads:

"Article Three, Members of the Foundation, Section 4: Waiver of Requirements

The Local Station Board for each Foundation radio station (also referred to herein as "LSB") may adjust or waive the contribution requirement for Listener-Sponsor Membership set forth in Section 1(A) of this Article of these Bylaws on a case by case basis for reasons of financial hardship, where said LSB, in its discretion, determines that the proposed member has demonstrated a sincere interest in becoming a Member of the Foundation and is also genuinely unable to afford the contribution amount or to volunteer the minimum 3 hours of service."

This amendment is being proposed by Directors Crosier, Travis, Steinberg, Aaron, Sabbagh, Jacobs, and K. Davis.

Proposed Bylaw Amendment # 2 – Art. 4.1 – Delegates Defined

In the below Bylaw the text in red and underlined should be deleted and the text in green and in *italics* should be added.

Article Four, Delegates, Section 1: Delegates Defined

The Members of each class for each Foundation radio station shall separately elect Delegates who shall serve as representatives of the Members in the election of Foundation Directors *at an Assembly of Delegates of from* each radio station area and who shall have such other duties and powers as are specified in these Bylaws.

Proposed by:
Grace Aaron
Bill Crosier
Jan Goodman
Alex Steinberg
Mansoor Sabbagh
Carole Travis
Kathryn Davis

Proposed Bylaw Amendment # 3 – Art. 4.2 – Delegates Eligibility - Nomination - even if only advisory

Article Four, Delegates, Section 2: Eligibility; Nomination of Delegates

(Text in **red** and underlined should be deleted, text in **green** and *italics* should be added.)

A. ELIGIBILITY

Any Listener -Sponsor Member in good standing, except radio station management personnel or Foundation management personnel or staff members, may nominate her/his self or be nominated for the position of Listener -Sponsor Delegate for the Foundation radio station with which s/he is affiliated *by another member in good standing of that radio station*, the signatures of fifteen (15) Listener-Sponsor Members in good standing who are also affiliated with that radio station provided, however, that no person who holds any elected or appointed public office position, even if only advisory, at any level of government, federal, state, or local , or is a candidate for such office shall be eligible for election to the position of Delegate. 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.

Any Staff Member in good standing may *nominate her/himself* or be nominated for the position of Staff Delegate for the Foundation radio station with which s/he is affiliated *by another Staff Member in good standing of that radio station* provided, however, that no person who holds any elected or appointed public office position, even if only advisory, at any level of government, federal, state, or local , or is a candidate for such office shall be eligible for election to the position of Delegate. 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, *even if only advisory*, during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies.

B. NOMINATION PROCEDURES

Each Member seeking to be a nominee shall submit: (1) *her/his self nomination* and the signature of *one* other required number of nominating signature s on the form provided by the local elections supervisor; (2) a statement of whether the candidate is running for election as a Listener -Sponsor Delegate or a Staff Delegate; (3) a written statement of up to 500 words in length by the candidate introducing himself/herself and his/her interest in, or qualifications for, serving as a Delegate, which statement shall be distributed, or otherwise made available, to the Members entitled to vote along with the written ballot; and (4) a statement acknowledging that s/he has read and understood the "Fair Campaign Provisions" set forth in Section 6 of this Article of the Bylaws. The names of up to five (5) of the candidate's nominators may be listed at the end of a candidate's statement. Each candidate also may, but is not required to, for informational purposes indicate his/her gender and racial or ethnic heritage.

Proposed by:

Grace Aaron, Bill Crosier, Jan Goodman, Alex Steinberg, Mansoor Sabbagh, Kathryn Davis

Proposed Bylaw Amendment # 4 -- Art. 4.3, 4.10, 7.2 – Reduce Size of LSBs and Fix Filling of Vacancies

2018 Proposed Pacifica Bylaws Amendment

Articles Four and Seven - Reduce the size of LSBs / Number of Delegates to 16 (from 24, a reduction of 1/3) and correct a problem with filling of vacancies

Summary of Amendment:

This amendment would reduce the size of the Local Station Boards by 1/3 over a period of two elections, without removing any LSB members serving when this amendment is approved. It will keep the proportions of staff vs listener representatives the same, by electing 6 listener reps and 2 staff reps in each Delegate election (instead of 9 listeners and 3 staff in each election).

This amendment also corrects a flaw in the Bylaws that specifies how vacancies are filled. The amendment limits the use of candidates who were not elected by the membership, to fill vacancies on the Local Station Boards and Delegate assemblies. It also clarifies that people who fill vacancies only continue in the position until seating of people elected in the next election, and therefore they must run for re-election if they wish to continue as a Delegate and LSB member.

This amendment also removes some redundant language regarding the size of the LSB and number of Directors from each station, so that Article Seven will not need to be amended again if the LSB size/number of Delegates or PNB size is changed via another amendment.

Rationale: The LSBs (made up of Delegates elected by the membership) are too large for effective decision making. Experts in nonprofit governance recommend that boards be significantly smaller than the ones in Pacifica. Some of our stations have even had trouble getting enough candidates to fill all the available seats, so that every candidate is automatically seated, defeating the whole reason of having members choose their representatives.

In addition, candidates who received fewer than 10 votes in the last election, and sometimes as few as one vote, have been seated on the Local Station Boards, after several resignations by those who were elected by the membership. This system of filling vacancies has been exploited by some board members who have used ongoing disruption, slander, character assassination, bullying, and other tactics to lead effective LSB members to resign. Then vacancies have been filled by inexperienced people who got very few votes from the membership. This amendment would ensure that LSB members demonstrate sufficient support from the station's members in an election and would decrease the use of destructive tactics on our boards..

Current amendment text:

a. Article Four, Section 3 (Election of Delegates):

"All elections for Delegates shall be by written ballot, provided, however, that the elections supervisor shall also have the option of providing a secure electronic means of voting via the internet. Members shall only have the right to vote for Delegates for the Foundation radio station with which the Member is affiliated. Members shall vote in classes: Listener-Sponsor Members shall elect 18 Delegates for each radio station and Staff Members shall elect 6 Delegates for each radio station, for a total of twenty-four (24) Delegates for each Foundation radio station. Elections of Delegates

shall be staggered over a 3-year period with elections for 3 Staff Delegates and 9 Listener-Sponsor Delegates held in the first year, elections for 3 Staff Delegates and 9 Listener-Sponsor Delegates held in the second year and no elections in the third year. The ballots shall be counted by the Single Transferable Voting method. All ballots related to the election, and the removal, of any and all Delegates shall be filed with the Foundation Secretary and maintained with the corporate records for a period of three (3) years."

Change to the following (deleted language in brackets [] and ~~strikethrough-text~~, added language in *bold italics*):

"All elections for Delegates shall be by written ballot, provided, however, that the elections supervisor shall also have the option of providing a secure electronic means of voting via the Internet. Members shall only have the right to vote for Delegates for the Foundation radio station with which the Member is affiliated.

Members shall vote in classes: Listener-Sponsor Members shall elect [~~18~~] **12** Delegates for each radio station and Staff Members shall elect [~~6~~] **4** Delegates for each radio station[~~, for a total of twenty-four (24) Delegates for each Foundation radio station~~]. Elections of Delegates shall be staggered over a 3-year period with elections for [~~3~~] **2** Staff Delegates and [~~9~~] **6** Listener-Sponsor Delegates held in the first year, elections for [~~3~~] **2** Staff Delegates and [~~9~~] **6** Listener-Sponsor Delegates held in the second year. The ballots shall be counted by the Single Transferable Voting method. All ballots related to the election, and the removal, of any and all Delegates shall be filed with the Foundation Secretary and maintained with the corporate records for a period of three (3) years.

For the transition from larger to smaller numbers of Delegates, no Delegates will be automatically removed before the next election.

snd:

Current Article Four, Section 10:

Article Four, Delegates, Section 10: Filling of Vacancies

"If a Delegate position becomes vacant mid-term, that Delegate shall be replaced for the remainder of his/her term by the highest ranked candidate from the last election of Delegates for that Class of Members for that station who was not elected and who is available and continues to meet the Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws. In the event that no eligible and available candidate from the last election is found, then the Delegates for that radio station shall appoint a Member of the appropriate class to serve as Delegate and fill the seat for the remainder of the term."

Change to the following (deleted language in brackets [] and ~~strikethrough-text~~, added language in *bold italics*):

Article Four, Delegates, Section 10: Filling of Vacancies

"If a Delegate position becomes vacant [~~mid-term~~] *following seating of new Delegates after elections and before seating of those elected in the next election*, that Delegate shall be replaced [~~for the remainder of his/her term by the highest ranked candidate from the last election of Delegates for that Class of Members for that station who was not elected and who is available and continues to meet the Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws. In the event that no eligible and available candidate from the last election is found,~~ then] *by the Delegates for that radio station, who shall appoint a Member of the appropriate class and who has documented experience in fundraising or other areas important to the station's financial success, to serve as Delegate and fill the seat [for the remainder of the term] until the next Delegate election. However, for the transition from larger to smaller numbers of Delegates, if the to-*

tal number of Delegates is more than 16 during the transition period to the next election, then vacancies shall not be filled until the total number of Delegates drops below 16.

If a Delegate is appointed to fill a vacancy as above, but the term of that seat does not expire at the next Delegate election, then following that next Delegate election, the appointed person shall be replaced by the next runner-up from that election, who shall fill the seat until the end of the term, provided that the runner-up gets a number of first-ranked votes that is at least one-half of the STV threshold in that election. If there is no runner-up who meets that minimum vote requirement, then the seat shall be filled again by appointment by the Delegates following seating of new Delegates from that election, until the rest of the term.

and:

b. Current Article Seven, Section 2 (Composition of the Local Station Boards), paragraph 1:

"Each LSB shall consist of the 24 Delegates elected by the Members for that radio station -18 Listener-Sponsor Delegates and 6 Staff Delegates. (Four of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as set provided in Section 3 of Article 5 of the Bylaws.)"

Change to the following (deleted language in brackets [] and strikethrough text, added language in bold italics):

"Each LSB shall consist of [24] Delegates elected by the Members *and Delegates chosen to fill Delegate vacancies* for that radio station[~~including 18 Listener-Sponsor Delegates and 6 Staff Delegates~~]. ([~~Four~~] *Some* Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as provided in Section 3 of Article 5 of the Bylaws.)"

The revised language would then read:

Article Four, Section 3 (Election of Delegates)

"All elections for Delegates shall be by written ballot, provided, however, that the elections supervisor shall also have the option of providing a secure electronic means of voting via the Internet. Members shall only have the right to vote for Delegates for the Foundation radio station with which the Member is affiliated.

Members shall vote in classes: Listener-Sponsor Members shall elect 12 Delegates for each radio station and Staff Members shall elect 4 Delegates for each radio station. Elections of Delegates shall be staggered over a 3-year period with elections for 2 Staff Delegates and 6 Listener-Sponsor Delegates held in the first year, elections for 2 Staff Delegates and 6 Listener-Sponsor Delegates held in the second year. The ballots shall be counted by the Single Transferable Voting method. All ballots related to the election, and the removal, of any and all Delegates shall be filed with the Foundation Secretary and maintained with the corporate records for a period of three (3) years.

For the transition from larger to smaller numbers of Delegates, no Delegates will be automatically removed before the next election.

and:

Article Four, Delegates, Section 10: Filling of Vacancies

"If a Delegate position becomes vacant following seating of new Delegates after elections and be-

fore seating of those elected in the next election, that Delegate shall be replaced by the Delegates for that radio station, who shall appoint a Member of the appropriate class and who has documented experience in fundraising or other areas important to the station's financial success, to serve as Delegate and fill the seat until the next Delegate election. However, for the transition from larger to smaller numbers of Delegates, if the total number of Delegates is more than 16 during the transition period to the next election, then vacancies shall not be filled until the total number of Delegates drops below 16.

If a Delegate is appointed to fill a vacancy as above, but the term of that seat does not expire at the next Delegate election, then following that next Delegate election, the appointed person shall be replaced by the next runner-up from that election, who shall fill the seat until the end of the term, provided that the runner-up gets a number of first-ranked votes that is at least one-half of the STV threshold in that election. If there is no runner-up who meets that minimum vote requirement, then the seat shall be filled again by appointment by the Delegates following seating of new Delegates from that election, until the rest of the term."

and:

Article Seven, Section 2 (Composition of the Local Station Boards), paragraph 1

"Each LSB shall consist of the Delegates elected by the Members and chosen to fill Delegate vacancies for that radio station. (Some of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as provided in Section 3 of Article 5 of the Bylaws.)"

This amendment is being proposed by Directors Crosier, Travis, Steinberg, Randall, Sabbagh, Jacobs, and K. Davis.

Proposed Bylaw Amendment # 5 -- Art. 4.10, 7.2 – LSBs and Delegates - Size and Handling of Vacancies

Proposed Bylaws Amendment – Local Station Boards and Delegates – size and handling of vacancies

Justification: This bylaws amendment allows Local Station Boards to be composed of a variable number of members to facilitate smaller boards via natural attrition and to ensure local station board members earn election to local station boards by gaining sufficient support from the station's members in an election, and thus are representatives who the membership want. This amendment also removes some redundant language regarding how many Delegates/LSB members are to be elected.

Amendment – Part A:

Original Text:

Article Four, Delegates, Section 10: Filling of Vacancies

If a Delegate position becomes vacant mid-term, that Delegate shall be replaced for the remainder of his/her term by the highest ranked candidate from the last election of Delegates for that Class of Members for that station who was not elected and who is available and continues to meet the Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws. In the event that no eligible and available candidate from the last election is found, then the Delegates for that radio station shall appoint a Member of the appropriate class to serve as Delegate and fill the seat for the remainder of the term.

Revised Text:

Article Four, Delegates, Section 10: Filling of Vacancies

If a Delegate position becomes vacant mid-term, that Delegate position shall remain vacant until the next membership election unless the vacancy causes the total number of Delegates for that station to fall below a minimum of 3/4 of the number of Delegates elected in accordance with Article Four, Section 3. If the vacancy causes the Delegates to fall below that minimum number, then the Delegates for that radio station shall appoint a Member of the appropriate class to serve as Delegate and to fill the seat for the remainder of the term.

Amendment – Part B:

Original Text:

Article Seven, Local Station Boards, Section 2: Composition of Local Station Boards

Each LSB shall consist of the 24 Delegates elected by the Members for that radio station - 18 Listener-Sponsor Delegates and 6 Staff Delegates. (Four of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as set provided in Section 3 of Article 5 of the Bylaws.)

In addition, an "associate station," if any, as that term is defined in Section 8 of this Article, may appoint one representative to the LSB of the radio station with which it is associated. Associate station representatives shall be voting members of the LSB; provided, however, that no associate station representative shall have the right to vote for the election or removal of any Foundation Director or Delegate nor may s/he be eligible for election by the Delegates to the office of Director. No LSB shall have more than a total of three (3) associate station representatives (and no more than one (1) from any one associate station) at any given time. The term of office of an associate station representative shall be three years, with a maximum of two consecutive three-year terms of service on an LSB.

The station's General Manager shall serve as a non-voting member of the station's LSB.

Revised Text:

Article Seven, Local Station Boards, Section 2: Composition of Local Station Boards

Each LSB shall consist of the Delegates elected by the Members for that radio station. (Some of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as set provided in Section 3 of Article 5 of the Bylaws.)

In addition, an "associate station," if any, as that term is defined in Section 8 of this Article, may appoint one representative to the LSB of the radio station with which it is associated. Associate station representatives shall be voting members of the LSB; provided, however, that no associate station representative shall have the right to vote for the election or removal of any Foundation Director or Delegate nor may s/he be eligible for election by the Delegates to the office of Director. No LSB shall have more than a total of three (3) associate station representatives (and no more than one (1) from any one associate station) at any given time. The term of office of an associate station representative shall be three years, with a maximum of two consecutive three-year terms of service on an LSB.

The station's General Manager shall serve as a non-voting member of the station's LSB.

Proposed by:
Grace Aaron
Bill Crosier
Jan Goodman
Alex Steinberg
Mansoor Sabbagh
Carole Travis
Kathryn Davis
Sabrina Jacobs

Proposed Bylaw Amendment # 6 – Art. 5.1 – Board of Directors – Eligibility - even if only advisory

The phrase in **green** and in *italics* text below should be added to this Bylaw. **Red** underlined text should be deleted.

**Article Five, Board of Directors of the Foundation, Section 1:
Board of Directors -
Eligibility, Number, Powers and Duties**

A. DIRECTORS DEFINED

Directors are those natural persons who have been elected to and are serving on the Foundation's Board of Directors ("Board").

B. ELIGIBILITY

Any Delegate who is currently serving as a Delegate and has served at least one (1) year as a Delegate is eligible for election to the office of Director by the Delegates for his/her radio station area subject to Section 3 of this Article of the Bylaws. Any natural person who is not currently serving as a Delegate for any radio station area is eligible for nomination and election as an "affiliate" director or an "at large" director, subject to Section 4 or 5 of this Article of the Bylaws. Notwithstanding the foregoing, no person who holds any elected or appointed public *position, office even if only advisory* at any level of government -- federal, state, or local -- or is a candidate for such office, shall be eligible for election to the position of Director. A Director shall be deemed to have resigned the position of Director if s/he becomes a candidate for public office or accepts a political appointment during his or her term as a Director. This restriction shall not apply to civil service employment by governmental agencies.

Proposed by:

Grace Aaron
Jan Goodman
Bill Crosier
Mansoor Sabbagh
Kathryn Davis
Alex Steinberg

Proposed Bylaw Amendment # 7 – Art. 5.1 – Board Sets Policy and Managers Implement Policy

Proposed ByLaw Change: Board sets Policy – Managers Implement Policy

Submitted by Carole Travis, Alex Randall, Alex Steinberg, Sabrina Jacobs, Bill Crosier, Mansoor Sabbagh
December 7, 2018.

I. Summary: Additional language added to the Directors Duties and Powers.

2. Rationale: The Pacifica Foundation did not have a professional manager until Tom Livingston joined us last December. (Except for 6 weeks in a few years ago when one guy was hired and quit after 6 weeks because Pacifica’s notorious dysfunction turned him off). Because of our shrinking listener and fund base and well-meaning hard working, often volunteer EDs. And the unwillingness of PNBs to support managers, the most concerned and dedicated PNB Directors took to behaving like a combination of staff and boss and crippled every ED for decades. We still are short of money and staff, but we should aim to follow the assumption expressed in Article 6 Section 1 that the Board meet in person once a year and then ONE TO FOUR other board meeting each year. That understanding of the infrequent meeting of the board assumed that management was permitted to manage and that the board set policy.

3. Current below language with change – Only one section is addressed here for a proposed for change are included. The language all remains the same except for one last addition.

Article Five, Board of Directors of the Foundation, Section 1: Board of Directors – E. SPECIFIC POWERS AND DUTIES

Without prejudice to the general power of the Board set forth above in Section 1D of this Article of these Bylaws, and subject to any limitations set forth in these Bylaws, the ongoing duties and powers of the board shall include, but not be limited to:

- (1) Ensuring and facilitating fulfillment of the purposes of the Foundation as set forth in the Articles of Incorporation;
- (2) Ensuring compliance with applicable state and federal laws;
- (3) Ensuring the financial health of the Foundation by adopting and monitoring an annual budget and overseeing an independent annual audit of the Foundation's books and accounts;
- (4) Ensuring regular communication with the Members;
- (5) Appointing, supervising and discharging the Foundation's Executive Director, Chief Financial Officer and all Foundation officers, prescribing powers and duties for them as are consistent with the law and these Bylaws, and setting salaries and wages;
- (6) Overseeing the conduct, management and control of the Foundation's affairs and activities, including the monitoring of the activities and actions of its radio stations and national staff consistent with applicable law and regulations, the Articles of Incorporation and these Bylaws;

(7) Meeting at such regular times and places as required by these Bylaws and meeting at such other times as may be necessary in order to carry out the duties of the Board;(8) Registering their addresses, telephone numbers, facsimile telephone numbers and email addresses with the Foundation's Secretary. Notices of meetings mailed, transmitted by telecopier or facsimile, or emailed to them at such addresses shall be deemed valid notices thereof.

(9). Ensuring policy is clearly defined and supporting management's implementation of that policy.

4. How the bylaw would look if passed:

Article Five, Board of Directors of the Foundation, Section 1: Board of Directors – E. SPECIFIC POWERS AND DUTIES

Without prejudice to the general power of the Board set forth above in Section 1D of this Article of these Bylaws, and subject to any limitations set forth in these Bylaws, the ongoing duties and powers of the board shall include, but not be limited to:

- (1) Ensuring and facilitating fulfillment of the purposes of the Foundation as set forth in the Articles of Incorporation;
- (2) Ensuring compliance with applicable state and federal laws;
- (3) Ensuring the financial health of the Foundation by adopting and monitoring an annual budget and overseeing an independent annual audit of the Foundation's books and accounts;
- (4) Ensuring regular communication with the Members;
- (5) Appointing, supervising and discharging the Foundation's Executive Director, Chief Financial Officer and all Foundation officers, prescribing powers and duties for them as are consistent with the law and these Bylaws, and setting salaries and wages;
- (6) Overseeing the conduct, management and control of the Foundation's affairs and activities, including the monitoring of the activities and actions of its radio stations and national staff consistent with applicable law and regulations, the Articles of Incorporation and these Bylaws;
- (7) Meeting at such regular times and places as required by these Bylaws and meeting at such other times as may be necessary in order to carry out the duties of the Board;
- (8) Registering their addresses, telephone numbers, facsimile telephone numbers and email addresses with the Foundation's Secretary. Notices of meetings mailed, transmitted by telecopier or facsimile, or emailed to them at such addresses shall be deemed valid notices thereof.
- (9). Ensuring policy is clearly defined and supporting management's implementation of that policy.

Proposed Bylaw Amendment # 8 – Art. 5.1, 5.2, 5.3 – Change PNB Size to 14 max with 2 yr term

Proposed ByLaw Change: Maximum PNB 14 Directors, 2 year terms, Add ED to PNB

Submitted by Carole Travis, Alex Randall, Alex Steinberg, Sabrina Jacobs, Bill Crosier, Mansoor Sabat December 7, 2018.

I. Summary: Smaller Pacifica National Board – from 24 to 14; a longer term – from 1 to 2 years; the addition of the Executive Director as a Board Member (who cannot vote or participate on issues where there is a conflict of interest). Remove the transition article that was relevant only through 2004.

2. Rationale: Smaller Boards are more efficient. New Directors just get their feet wet after one year, it makes for more informed and stable operations. It is a common practice for Executive Directors to be on organization boards. Many organizations the ED chairs meetings. That is not proposed here. The final rationale all the bylaw amendments being proposed now are generated to open and deepen structure conversation. Plus removing an old and no longer relevant section. The transition passed in 2004.

3. Current below language with change – Only sections proposed for change are included. Missing sections remain the same:

Article Five, Board of Directors of the Foundation, Section 1: C. NUMBER

There shall be a minimum of **thirteen (13)** [~~twenty-two (22)~~] and a maximum of **fourteen (14)** [~~for twenty-three (23)~~] Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect **two (2) Directors elected at large irrespective of their 'class', ie staff or listener** [~~four (4) Director; three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate~~] -- for a total of **ten (10)** [~~twenty (20)~~] "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws. If the Board, by resolution, fixes the number of Directors at 23, then one additional Director shall be nominated and elected as an "At-large" Director as set forth in Section 5 of this Article of the Bylaws. ***The Executive Director shall also be a member of the Pacifica National Board with full rights to discussion and vote except in her/his hiring, firing, or salary setting of himself or the Chief Financial Officer or any conflict of interest.***

Article Five, Board of Directors of the Foundation, Section 2: Term

The term of a Director shall be **two (2) years** [~~one (1) year~~]. A Director may serve no more than **three (3) consecutive two (2)** [~~five consecutive one~~] year terms. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's last consecutive one-year term.

Article Five, Board of Directors of the Foundation, Section 3: Nomination and Election of Station Representative Directors C. SEATING OF STATION REPRESENTATIVE DIRECTORS

All newly elected Station Representative Directors shall be seated at the Meeting of the Board of Directors held in late January **every other** [~~each~~] year, when their terms shall commence.

~~**Article Five, Board of Directors of the Foundation, Section 6: Transition Election**~~

~~Following the adoption of these Bylaws, and within the time frame established by the interim Board, and following the election of Delegates pursuant to Section 7 of Article 4 of these Bylaws, the Delegates from each station area shall meet and elect four (4) Directors : three (3) of whom shall be Listener-Sponsor Directors elected by Single Transferable voting, and one (1) of whom shall be a Staff Director elected by Instant Runoff Voting. For the purposes of this election only, and contrary to the provisions of Section 3(A) of this Article, one year's previous service as a Delegate shall not be an eligibility requirement. The term of these Station Representative Directors shall expire upon the election and seating of their successors in January 2005. In addition, nominations for the two (2) Affiliate Directors shall be opened.~~

Proposed Bylaw Amendment # 9 – Art. 5.1, 5.2, 5.3 – Change PNB Size to 19 max with 2 yr term

Proposed ByLaw Change:

Submitted by Carole Travis, Alex Randall, Alex Steinberg, Sabrina Jacobs, Bill Crosier, December 7, 2018.

I. Summary: Smaller Pacifica National Board – from 24 to 18; a longer term – from 1 to 2 years; the addition of the Executive Director as a Board Member (who cannot vote or participate on issues where there is a conflict of interest). Remove the transition article that was relevant only through 2004.

2. Rationale: Smaller Boards are more efficient. New Directors just get their feet wet after one year, it makes for more informed and stable operations. It is a common practice for Executive Directors to be on organization boards. Many organizations the ED chairs meetings. That is not proposed here. The final rationale all the bylaw amendments being proposed now are generated to open and deepen structure conversation. Plus removing an old and no longer relevant section. The transition passed in 2004.

3. Current below language with change – Only sections proposed for change are included. Missing sections remain the same:

Article Five, Board of Directors of the Foundation, Section 1: C. NUMBER

There shall be a minimum of ***eighteen (18)*** [~~twenty-two (22)~~] and a maximum of ***nineteen (19)*** [~~for twenty-three (23)~~] Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect ***three (3) Directors*** [~~four (4) Director~~]; ***two (2)*** [~~three (3)~~] of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate -- for a total of ***fifteen (15)*** [~~twenty (20)~~] "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws. If the Board, by resolution, fixes the number of Directors at 23, then one additional Director shall be nominated and elected as an "At-large" Director as set forth in Section 5 of this Article of the Bylaws. ***The Executive Director shall also be a member of the Pacifica National Board with full rights to discussion and vote except in her/his hiring, firing, or salary setting of himself or the Chief Financial Officer or any conflict of interest.***

Article Five, Board of Directors of the Foundation, Section 2: Term

The term of a Director shall be **two (2) years** [~~one (1) year~~]. A Director may serve no more than **three (3) consecutive two (2)** [~~five consecutive one~~] year terms. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's last consecutive one-year term.

Article Five, Board of Directors of the Foundation, Section 3: Nomination and Election of Station Representative Directors C. SEATING OF STATION REPRESENTATIVE DIRECTORS

All newly elected Station Representative Directors shall be seated at the Meeting of the Board of Directors held in late January **every other** [~~each~~] year, when their terms shall commence.

~~**Article Five, Board of Directors of the Foundation, Section 6: Transition Election**~~

~~Following the adoption of these Bylaws, and within the time frame established by the interim Board, and following the election of Delegates pursuant to Section 7 of Article 4 of these Bylaws, the Delegates from each station area shall meet and elect four (4) Directors : three (3) of whom shall be Listener-Sponsor Directors elected by Single Transferable voting, and one (1) of whom shall be a Staff Director elected by Instant Runoff Voting. For the purposes of this election only, and contrary to the provisions of Section 3(A) of this Article, one year's previous service as a Delegate shall not be an eligibility requirement. The term of these Station Representative Directors shall expire upon the election and seating of their successors in January 2005. In addition, nominations for the two (2) Affiliate Directors shall be opened.~~

Proposed Bylaw Amendment # 10 – Art. 5.1, 5.3, 8.2 - Reduce Sizes of PNB and National Committees

2018 Proposed Pacifica Bylaws Amendment

Articles 5 and 8 - Reduce the size of the PNB to 12 (from 22 as is the case now) and give PNB flexibility in choosing national committees

Summary of Amendment:

This amendment would reduce the size of the Pacifica National Board. Each station's Delegate assembly would elect two (rather than four) Directors to the PNB, and the restriction that one of them must be a staff member would be removed, but one of them could still be a staff member if the Delegates so choose.

This would give 5 stations x 2 Directors/station + 2 Affiliate Directors = 12 Directors on the PNB.

This amendment would also give the PNB more flexibility to select national committee members with expertise relevant to the committee, and to allow them to be smaller, while still using IRV and STV to ensure that minority factions are represented.

Rationale: Dysfunction on the PNB and national committees is magnified by their large sizes. Experts on board sizes recommend board sizes significantly smaller than their current sizes. These changes will help to make PNB meetings more manageable, to make the PNB more functional, and to reduce the cost of both telephone and in-person meetings. (The cost of each is proportional to the number of participants, due to conference call charges and travel/lodging.)

Some of the PNB national committees have been as large as 20 members, and some regularly have 15 members. These committees meet exclusively by telephone conference call and the large size makes them very unwieldy. In addition, members for committees are usually chosen by factional affiliation, with little or no regard for skills or experience relevant to the committees, partly because it can be difficult to find so many people with the right experience to fill the many committee positions.

Actual amendment text:

Change Article Five, Section 1, subsection C (Number on PNB) from:

"There shall be a minimum of twenty-two (22) and a maximum for twenty-three (23) Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect four (4) Directors: three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate – for a total of twenty (20) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws. If the Board, by resolution, fixes the number of Directors at 23, then one additional Director shall be nominated and elected as an "At-large" Director as set forth in Section 5 of this Article of the Bylaws."

to the following (deleted language in brackets [] and strikethrough text, added language in *bold italics*):

"~~[There shall be a minimum of twenty-two (22) and a maximum for twenty-three (23) Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein.]~~The Board shall have equal representation from each of the ~~[Foundation's five]~~ ***Foundation-owned*** radio stations. ***Starting with the 2019 Director elections,*** ~~[T]he Delegates from each of the Foundation-owned radio stations shall [each] elect [four (4)]~~ ***two*** Directors ~~]; three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff~~

Delegate— for a total of ~~[twenty (20)]~~ **to make up the** "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, ~~[the Board shall elect two (2)]~~ "Affiliate Representative" Directors **shall be selected** as set forth in Section 4 of this Article of the Bylaws."

and: Change Article Five, Section 3B (Election) from:

"The Delegates for each radio station shall meet annually in early January to elect four Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect three Listener-Sponsor Directors using the Single Transferable Voting method, and shall elect one Staff Director using the Instant Runoff Voting method, to represent that radio station on the Board. The Staff Director must be a Staff Delegate. The Listener-Sponsor Directors must be Listener-Sponsor Delegates."

to the following (deleted language in brackets [] and strikethrough text, added language in bold italics):

"The Delegates for each radio station shall meet annually in early January to elect ~~[four]~~ **two** Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect ~~[three Listener-Sponsor]~~ **the** Directors using the Single Transferable Voting method, **with no more than one of the Directors from each station being a Staff Delegate.** ~~[, and shall elect one Staff Director using the Instant Runoff Voting method, to represent that radio station on the Board. The Staff Director must be a Staff Delegate. The Listener-Sponsor Directors must be Listener-Sponsor Delegates.]"~~

**and: Change Article Eight, Other Committees of the Board of Directors, Section 2, from:
Article Eight, Other Committees of the Board of Directors, Section 2: Composition of Board Committees**

"Except as otherwise provided in these Bylaws, all committees shall include at least one Director from each Foundation radio station and two Delegates, who are not then serving as Directors, from each radio station, provided, however, that the inclusion of Delegates on a committee shall not be required where the Board by a majority vote determines that the privileged, sensitive or confidential nature of the matters to be addressed by said committee preclude the inclusion of Delegates as committee members in order for said committee to effectively and efficiently perform its duties. The Board may designate one or more Directors as alternate members of any committee. Director committee members shall be selected by a majority vote of the Board using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the Board shall use the single transferable method of voting to select committee members. Delegate committee members shall be elected by their respective LSBs using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the LSBs shall use the single transferable method of voting to select committee members."

to the following (deleted language in brackets [] and strikethrough text, added language in bold italics):

Article Eight, Other Committees of the Board of Directors, Section 2: Composition of Board Committees

"Except as otherwise provided in these Bylaws, **the Board may determine the size of each committee and how committee members are chosen, within the constraints noted below in this paragraph.** ~~[all committees shall include at least one Director from each Foundation radio station and two Delegates, who are not then serving as Directors, from each radio station, provided, however, that the inclusion of Delegates on a committee shall not be required where the Board by a majority vote determines that the privileged, sensitive or confidential nature of the matters to be addressed by said committee preclude the inclusion of Delegates as committee members in order for said committee to effectively and efficiently perform its duties.]~~ The Board may **elect up to three Pacifica members with expertise relevant to the committee and who are not Delegates or Directors to be on any committee, and may** designate one or more Directors as alternate members of any committee. ~~[Director e]~~ Committee members shall be selected by a majority vote of the Board using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the Board shall use the single transferable method of voting to select

committee members. [~~Delegate committee members shall be elected by their respective LSBs using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the LSBs shall use the single transferable method of voting to select committee members.~~]

The revised language would then read:

Article Five, Section 1, subsection C (Number on PNB):

"The Board shall have equal representation from each of the Foundation-owned radio stations. Starting with the 2019 Director elections, the Delegates from each of the Foundation-owned radio stations shall elect two Directors to make up the "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, "Affiliate Representative" Directors shall be selected as set forth in Section 4 of this Article of the Bylaws."

Article Five, Section 3B (Election):

"The Delegates for each radio station shall meet annually in early January to elect two Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect the Directors using the Single Transferable Voting method, with no more than one of the Directors from each station being a Staff Delegate."

Article Eight, Other Committees of the Board of Directors, Section 2 (Composition of Board Committees)

"Except as otherwise provided in these Bylaws, the Board may determine the size of each committee and how committee members are chosen, within the constraints noted below in this paragraph. The Board may elect up to three Pacifica members with expertise relevant to the committee and who are not Delegates or Directors to be on any committee, and may designate one or more Directors as alternate members of any committee. Committee members shall be selected by a majority vote of the Board using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the Board shall use the single transferable method of voting to select committee members."

This amendment is being proposed by Directors Crosier, Travis, Steinberg, Randall, Sabbagh, Jacobs, and K. Davis.

Proposed Bylaw Amendment # 11 – Art. 5.4 - Affiliate Representative Director Election

2018 Proposed Pacifica Bylaws Amendment

Article 5, Section 4 – Election of Affiliate Representatives to PNB

Summary of Amendment:

This amendment would allow Pacifica affiliate stations (numbering over 300 now) to choose their own representatives to the Pacifica National Board, instead of having the factions on the PNB choose them. It would also set a minimum standard of which affiliates may nominate and vote on representatives, to prevent affiliate stations that pay little or nothing to Pacifica from being able to nominate and elect a Director.

Rationale: Affiliate Directors are currently chosen by factions on the PNB rather than by the affiliates themselves, and thus may not represent Pacifica's affiliates. People from affiliates that have paid as little as \$1 per year have been chosen by factions on the PNB as an affiliate Director, thus making people wonder if they are actually committed to Pacifica.

Actual amendment text:

Change Article Five, Section 4 (Nomination and Selection of Affiliate Representative Directors) from:

"A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for the two Affiliate Director positions on the Board. Nominations shall close on November 15th each year and shall be submitted in writing to the Foundation Secretary for forwarding to the board. Every affiliate station or association of affiliate stations submitting nominee(s) shall include with said nomination(s) a written explanation of its procedure for selecting the nominee(s). Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidate(s) or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than December 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of affiliate stations.

B. ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. Affiliate Directors shall serve for a one-year term which shall commence with their seating at the regular January Board meeting.”

to the following (deleted language in brackets [] and strikethrough text, added language in bold italics):

"A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for the two Affiliate Director positions on the Board. Nominations shall close on November 15th each year and shall be submitted in writing *to the Foundation Affiliates Coordinator*, and to the Secretary for forwarding to the Board. Every affiliate station or association of affiliate stations submitting nominee(s) shall include with said nomination(s) a written explanation of its procedure for selecting the nominee(s). Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidate(s) or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than December 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation *and which pays an annual fee of at least \$400 to the Foundation*, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of affiliate stations.

B. ELECTION

~~[As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and]~~ *By December 1 of each year, the Foundation's Affiliate Coordinator, or such other person designated by the Executive Director, shall mail ballots and instructions for voting to the contact designated by each "affiliate station" as defined in the above subsection. By December 31 of that year, such affiliate stations shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. Affiliate Directors shall serve for a one-year term which shall commence with their seating at the regular January Board meeting."*

The revised language would then read:

Article Five, Board of Directors of the Foundation, Section 4: Nomination and Election of Affiliate Representative Directors

"A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for the two Affiliate Director positions on the Board. Nominations shall close on November 15th each year and shall be submitted in writing to the Foundation Affiliates Coordinator, and to the Secretary for forwarding to the Board. Every affiliate station or association of affiliate stations submitting nominee(s) shall include with said nomination(s) a written explanation of its procedure for selecting the nominee(s). Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidate(s) or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than December 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation and which pays an annual fee of at least \$400 to the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of affiliate stations.

B. ELECTION

By December 1 of each year, the Foundation's Affiliate Coordinator, or such other person designated by the Executive Director, shall mail ballots and instructions for voting to the contact designated by each "affiliate station" as defined in the above subsection. By December 31 of that year, such affiliate stations shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. Affiliate Directors shall serve for a one-year term which shall commence with their seating at the regular January Board meeting."

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This amendment is being proposed by Directors Crosier, Travis, Steinberg, Aaron, Sabbagh, Jacobs, and K. Davis.