

Bylaw Amendment Motion #1 for April 4, 2019 Open Session PNB
submitted by Carole Travis Director 4/4/19

I move the acceptance of the two Bylaw provisions below as a package as they are intricately related.

Article Five, Board of Directors of the Foundation: Section 11 Executive Committee

A. Executive Committee. The Officers who are Directors plus one Director from each station, and the Executive Director, shall constitute an Executive Committee. The Executive Committee shall have the authority to have monthly meetings, set agendas, and generally stay in touch on a monthly basis with the day to day business of the PNB between meetings, to call Special Meetings, but have no authority to exercise any powers without Board approval. If the Secretary is not a Director, he/she shall attend the meeting to take notes but not participate. If the Treasurer is not Directors, she/he may attend at if called upon, but shall have no vote.

B. Election of the Officers and Executive Committee. At the first meeting of the PNB each year the election of the Officer and Executive Committee offices shall be selected by a majority vote. However, that if there are nominations of more than two people for any position the Board shall choose the positions by majority vote.

D. The Executive Committee shall be responsible to make monthly reports on the National Foundation matters activity should there be any not covered ED or CFO reports.

Article Eight, Other Committees of the Board of Directors, Section 3: Standing Committees

In addition to the LSBs for each of the Foundation's radio stations and the PNB Executive Committee as described in Article Five Section 12 and Article Nine Section 9, the Board of Directors shall also have the following standing committees: A.) a Finance Committee, which shall review and recommend the annual budget for board approval and shall monitor and report Foundation financial activities at least annually and shall include as members the Chief Financial Officer, a Director from each radio station area and the treasurers of each LSB. (The chair of the Finance Committee shall be a Director who may be referred to as the Board "Treasurer". However, the Board Treasurer shall not be an officer of the Foundation. The Foundation's Chief Financial Officer shall be an employee of the Foundation and shall not be the Board Treasurer. The Board Treasurer shall not represent him/herself to any party as an officer of the Foundation nor may s/he sign documents on behalf of the Foundation requiring the signature of the Chief Financial Officer nor represent him/herself to have any authority to bind the Foundation.); and (B) an Audit Committee, which shall oversee the annual audit of the Foundation's books and shall not include Finance committee members. (C.) A Personnel Committee that operates to do various personnel searches as they are required and mandated by the PNB. The search for the National Election Supervisor shall not be included in their mandate for conflict of interest reasons.

This motion passed.