

# Proposed Amendment to Pacifica Bylaws : Compensation for Incurring Financial Damage

Current bylaws

## **Article Three, Members of the Foundation, Section 1: Members Defined**

There shall be two classes of members: (A) "Listener-Sponsor Members" and (B) "Staff Members", who shall collectively be referred to as "Members."

### A. LISTENER-SPONSOR MEMBERS

"Listener-Sponsor Members" shall be any natural persons who within the preceding 12-month period: (1) have contributed a minimum of \$25 to any Foundation radio station, or such minimum amount as the Board of Directors may from time to time decide; or (2) have volunteered a minimum of three (3) hours of service to any Foundation radio station. Said contribution shall be considered non-refundable. Said volunteer work shall be performed under the supervision of the Foundation radio station management, and shall include volunteer work on committees of the Local Station Board. Where a contribution is made jointly by two individuals and the contribution is in an amount equal to or more than the annual membership contribution required for two memberships (as set by the Board from time to time), then each of the joint donors shall be considered an individual and separate Listener-Sponsor Member. (For example, if John and Mary Smith jointly contribute \$50.00 or more, then John Smith and Mary Smith will each be Members and will each have individual and separate Membership rights. However, if John and Mary Smith jointly contribute \$40.00, then they shall jointly share one membership.)

### B. STAFF MEMBERS

"Staff Members" shall be: (1) any non-management full-time or part-time paid employee of a Foundation radio station; or (2) any member of a Foundation radio station "Unpaid Staff Organization" or "Unpaid Staff Collective Bargaining Unit" which has been recognized by station management, or, if the station has neither such organization or bargaining unit, then any volunteer or unpaid staff member of a Foundation radio station who has worked for said radio station at least 30 hours in the preceding 3 months, exclusive of fundraising marathon telephone room volunteer time. Said volunteer work shall be performed under the supervision of the Foundation radio station management and shall not include volunteer work on committees of a Local Station Board. Radio station management employees and Foundation staff employees who are not employed at a Foundation radio station shall not qualify as Staff Members, however, such employees may qualify as Listener-Sponsor Members by contributing the requisite minimum dollar amount as set forth in Section 1(A) of this Article of these Bylaws.

Addition to bylaws under Article Three Section 1, a new item D (Underlined)

D. COMPENSATION FOR FINANCIAL DAMAGE INCURRED BY MEMBERS

In the case where members initiate a lawsuit against Pacifica or any members of its Board of Directors where malfeasance or misfeasance is alleged, and the lawsuit is subsequently dismissed by the judicial system as without merit, the plaintiffs in that suit shall be required to pay the full legal costs incurred by Pacifica in defending itself against the suit.