

## Proposed Bylaws Amendment – Limit on the frequency of referendums initiated by membership petition

Current bylaws: Article Seventeen Section B

(3) The Members shall vote on any proposed amendment approved by the Board and the Delegates, even if said amendment was not proposed by Member petition, if said amendment would do any of the following:

(i) increase or extend the terms of Directors or Delegates;

(ii) increase the quorum for Members' meetings or Members' actions;

(iii) change proxy rights;

(iv) authorize cumulative voting or a change in the voting method or manner of counting ballots;  
or

(v) materially and adversely affect a Member's rights as to voting or transfer.

In the event that a proposed amendment would do any one of the above-mentioned things, it shall not be adopted unless also approved by the Members; provided however, that such adoption, amendment or repeal also requires approval by the members of a class if such action would materially and adversely affect the rights of that class as to voting or transfer in a manner different than such action affects another class.

Add the following language at the end of this section B item 3:

In the event that a membership referendum is initiated by a petition of the membership, a minimum period of 5 years must have elapsed from the most recent previous referendum initiated by membership petition. The most recent referendum initiated by a membership petition as of the time of the passage of this section of Article Seventeen, Section B, was July, 2021.

### **REVISIONS TO SECTION B(1)**

**Here is current text:**

#### **B. VOTING AND APPROVAL**

(1) There shall be a maximum of any number of ballots per calendar year 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 30 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 three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM for a period of 30 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.

**WOULD NOW READ AS FOLLOWS:**

**B. VOTING AND APPROVAL**

**(1) There shall be a maximum of 2 ballots per calendar year related to the amendment of the Foundation's Bylaws, However, in the event that a membership referendum is initiated by a petition of the membership, a minimum period of 5 years must have elapsed from the last voting date most recent previous referendum initiated by membership petition to the date when a petition is filed with the National Secretary. The most recent referendum initiated by a membership petition as of the time of the passage of this section of Article Seventeen, Section B, was July, 2021.**

**All properly proposed Bylaw amendments shall be held until that date which is 30 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 three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM for a period of 30 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.**

**A NEW ADDED SECTION WOULD READ:**

**6. Any Bylaw vote which occurs as a result of a Petition may not proceed unless the proposers a) agree to waive the right to proceed in court over disputes and agree, instead, to have all disputes addressed by an arbitrator, whose decision shall be final and binding; b) agree that all litigation related to the referendum shall occur in Los Angeles County; c) agree to cease all fundraising in connection with the Bylaw proposal on the date that the vote is counted, and d) agree to pay counsel fees should they unsuccessfully pursue any post-election challenge in court addressed to the results, and agree that a bond shall be posted to secure payment of those possible counsel fees.**

Explanation:

The last 2 membership initiated referendums were very disruptive and costly for Pacifica. An organization has the right to protect itself. By its nature a referendum initiated by a membership petition is an attempt to go around the Pacifica National Board and the Local Station Boards. While we want to preserve the right of the membership to do that it should be regulated so that it does not cause damage to the Foundation.