

## Proposed Amendment to Pacifica Bylaws : Terms of Directors

Current bylaws

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

The term of a Director shall be one (1) year. A Director may serve no more than 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 fifth consecutive one-year term.

Replaced by:

The term of a Station Director shall be two years or until said Station Director is termed out as a Delegate, whichever comes first. A Station Director may serve no more than six consecutive years. A Station Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's sixth consecutive year on the Pacifica National Board. This section goes into effect with the seating of the Board of Directors for 2022 and does not affect the terms of Station Directors who were elected prior to January 2022.

Current bylaws

### **Article Five, Board of Directors of the Foundation, Section 3: Nomination and Election of Station Representative Directors**

#### A. NOMINATION

Any current Delegate of any class of Members may nominate any other current Delegate of any class of Members serving the same radio station for the office of Director, provided that the nominee has served at least one year as a Delegate for that radio station. Said nominations shall be given in writing to the Recording Secretary for the radio station Local Station Board ("LSB") by December 31 prior to the election of Directors in January..

## B. ELECTION

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.

## 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 each year, when their terms shall commence.

Replaced by (new language in red):

# **Article Five, Board of Directors of the Foundation, Section 3: Nomination and Election of Station Representative Directors**

## A. NOMINATION

Any current Delegate of any class of Members may nominate any other current Delegate of any class of Members serving the same radio station for the office of Director, provided that the nominee has served at least one year as a Delegate for that radio station. Said nominations shall be given in writing to the Recording Secretary for the radio station Local Station Board ("LSB") by December 31 prior to the election of Directors in January..

## B. ELECTION

The Delegates for each radio station shall meet annually in early January to elect **up to** four Directors to represent that radio station on the Board. **The number of Directors elected in January is determined by the number of vacancies of Station Directors due to the expiration of a three year term, the completion of a sixth consecutive year on the Board of Directors, a resignation or other cause for a vacancy.** The Delegates of both classes of Members, voting together, shall elect **up to** three Listener-Sponsor Directors using the Single Transferable Voting method **if more than one Listener Director position is vacant, or the Instant Runoff Voting method if only one Listener Director position is vacant,** and shall elect one Staff Director, **if that position is vacant,** 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.

## 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 each year, when their terms shall commence.

## Explanation:

A one year term for a Director is too short a period of time for cultivating a stable and skilled Board of Directors and encourages constant turnover of board members. A two year term creates a more stable Board with less turnover.

The term limit of 5 consecutive years as a Director is inconsistent with the term limit of 6 years for Delegates. A 6 year term limit removes this anomaly in the bylaws.