

PACIFICA BYLAWS PROPOSAL GRID

Submitted to the PacificaNationalBylaws discussion list by Carol Spooner, 9/8/02

Note: To print this document: 1) use a browser with a "page setup" command that enables landscape printing mode, and 2) set margins at 0.5"

ARTICLE ONE - IDENTITY AND PURPOSE				
A - WPFW Committee	B - KPFA Committee	C - KPFK Fertig	D - KPFK Committee	E - KPFT Committee
SECTION 1. NAME	SECTION 1. NAME	SECTION 1. NAME	SECTION 1. NAME	SECTION 1. NAME
The name of this corporation shall be PACIFICA FOUNDATION, and it shall be referred to in these By-Laws as "The Foundation".	[Same as WPFW]	The name of this corporation shall be PACIFICA FOUNDATION, and it shall be referred to in these By-Laws as "Pacifica".	[Same as WPFW]	[Same as WPFW]
SECTION 2. PURPOSES	SECTION 2. PURPOSES	SECTION 2. PURPOSES	SECTION 2. PURPOSES	SECTION 2. PURPOSES
The purpose of The Foundation shall be as stated in the Articles of Incorporation. In order to fulfill the purposes of the corporation as stated in the Articles, the corporation is composed of a foundation, a national media network and a collective of semi-autonomous community-based radio stations.	<p>The purposes of The Foundation are stated in Article II of the Articles of Incorporation, as follows:</p> <p>(a) To establish a Foundation organized and operated exclusively for educational purposes no part of the net earnings of which inures to the benefit of any member of the Foundation.</p> <p>(b) To establish and operate for educational purposes, in such manner that the facilities involved shall be as nearly self-sustaining as possible, one or more radio broadcasting stations licensed by the Federal Communications Commission and subject in their operation to the regulatory actions of the Commission under the Communications Act of 1934, As Amended.</p> <p>(c) In radio broadcasting operations to encourage and provide outlets for the creative skills and energies of the community; to conduct classes and workshops in the writing and producing of drama; to establish awards and scholarships for creative writing; to offer performance facilities to amateur instrumentalists, choral groups, orchestral</p>	[Same as KPFA]	The purpose of The Foundation is as stated in Article II of the Articles of Incorporation.	[Same as KPFK Committee]

	<p>groups and music students; and to promote and aid other creative activities which will serve the cultural welfare of the community.</p> <p>(d) In radio broadcasting operations to engage in any activity that shall contribute to a lasting understanding between nations and between the individuals of all nations, races, creeds and colors; to gather and disseminate information on the causes of conflict between any and all of such groups; and through any and all means compatible with the purposes of this corporation to promote the study of political and economic problems and of the causes of religious, philosophical and racial antagonisms.</p> <p>(e) In radio broadcasting operations to promote the full distribution of public information; to obtain access to sources of news not commonly brought together in the same medium; and to employ such varied sources in the public presentation of accurate, objective, comprehensive news on all matters vitally affecting the community.</p>			
SECTION 3. COLLABORATION	SECTION 3. PRINCIPLES, POLICIES AND PRACTICES		SECTION 3. COLLABORATIVE RELATIONS	
<p>The activities of the Foundation support a community of listeners, volunteers and subscribers. Because the basis of the Foundation's governance is democratic, and because of the primacy of the tradition of volunteerism in the Foundation, all of the roles and relationships within the Pacifica Family should promote collaborative processes. Both within the structure of governance, and in the management of the corporation, these By-Laws shall be augmented wherever possible, by resolutions of the Board establishing Foundation policies, and implemented through detailed written Operating Guidelines and Procedures stipulating practices by which the Board exercises its fiduciary responsibilities and holds management accountable to the listeners and members.</p>	<p>Because the activities of the Foundation are supported by diverse communities of listeners, volunteers, community organizations, employees, members and contributors, because the basis of the Foundation's governance is democratic, because the Foundation endeavors to recruit a staff that is diverse with respect to race, ethnicity, nationality, gender, age, sexual preference and disability at all levels and to maintain a working environment that is free of discrimination, because of the primacy of the tradition of volunteerism in the Foundation, and because the Foundation exists to promote understanding of the causes of conflict between people of all nations, races, creeds and colors, all of the roles and relationships within the Pacifica communities should promote collaborative processes and respectful dialogue, where, to the greatest extent practicable, all affected persons are consulted and given an opportunity to be heard, both within the governing structure, and in the management of the Foundation, as well as in its relations with the diverse communities it serves. These By-Laws shall be augmented wherever possible, by resolutions of the Board of Directors and Local Station Boards establishing policies, and implemented through written Operating Guidelines and Procedures stipulating</p>	[not addressed]	<p>(A) The activities of the Foundation are supported by communities of listeners, volunteers, employees and contributors. Because the basis of the Foundation's governance is democratic, and because of the primacy of the tradition of volunteerism in the Foundation, all of the roles and relationships within the Pacifica communities should promote collaborative processes, where to the greatest extent practicable, all affected persons are consulted and given an opportunity to be heard, both within the structure of governance, and in the management of the Foundation. These By- Laws shall be augmented wherever possible, by resolutions of the Board establishing Foundation policies, and implemented through detailed written Operating Guidelines and Procedures stipulating practices by which the Board of Directors exercises its fiduciary responsibilities and holds management accountable to the communities it serves.</p> <p>(B) Each station shall broadcast a monthly 2-hour program to discuss Pacifica governance matters.</p>	<p>The activities of the Foundation are supported by [diverse] communities of listeners, volunteers, employees and contributors. Because the basis of the Foundation's governance is democratic, because the foundation endeavors to recruit a staff that is diverse at all levels consistent with national and local demographics and to maintain a working environment that is free of discrimination, and because of the primacy of the tradition of volunteerism in the Foundation, all of the roles and relationships within the Pacifica communities should promote collaborative processes, where to the greatest extent practicable, all affected persons are consulted and given an opportunity to be heard, both within the structure of governance, and in the management of the Foundation as well as in its relations with the diverse communities it serves. These By- Laws shall be augmented wherever possible, by resolutions of the Board establishing Foundation policies, and implemented through detailed written Operating Guidelines and Procedures stipulating practices by which the Board of Directors exercises its fiduciary responsibilities and holds management accountable to the communities it serves. Before implementation, whenever practical, these Operating Guidelines and Procedures should be reviewed by committees and Local Boards in all five-signal areas</p>

	practices by which the Board of Directors exercises its fiduciary responsibilities and holds management accountable to these principles.			[NOTE: Revisit this section after decision on structure. Establish a process to create AND AMEND Operating Guidelines and Procedures]
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ARTICLE TWO - OFFICES OF THE FOUNDATION				
A - WPFW Committee	B - KPFA Committee	C - KPFFK Fertig	D - KPFFK Committee	E - KPFT Committee
SECTION 1. PRINCIPLE OFFICE	SECTION 1. PRINCIPLE OFFICE	SECTION 1. PRINCIPLE OFFICE	SECTION 1. PRINCIPLE OFFICE	SECTION 1. PRINCIPLE OFFICE
The principal office and place of business of The Foundation shall be located in the County of Alameda, State of California, or at such other place as the Board of Directors may designate.	The principal office and place of business of The Foundation shall be located in the County of Alameda, State of California.	[Same as WPFW]	[Same as KPFA]	[Same as KPFA]
SECTION 2. OTHER OFFICES	SECTION 2. OTHER OFFICES	SECTION 2. OTHER OFFICES	SECTION 2. OTHER OFFICES	SECTION 2. OTHER OFFICES
The Foundation shall also have offices at such other places within or without the State of California as the Board of Directors may from time to time designate.	[Same as WPFW Committee.]	[Same as WPFW]	[Same as WPFW]	[Same as KPFA]

ARTICLE THREE - MEMBERS OF THE FOUNDATION				
A - WPFW Committee	B - KPFA Committee	C - KPFFK Fertig	D - KPFFK Committee	E - KPFT Committee
SECTION 1. DEFINED	SECTION 1. DEFINED	SECTION 1. DEFINED	SECTION 1. DEFINED	SECTION 1. DEFINED
There shall be only one class of members. Any member of a station signal area is a member of The Foundation.	There shall be two classes of members: (A) "Listener- Sponsor Members", and (B) "Staff Members".	There shall be only one class of Members. Any qualified voting station sponsor is a Member of Pacifica.		There shall be two classes of members: (A) "Listener- Sponsor Members", and (B) "Staff Members".
Any person who has made a financial or volunteer service contribution to The Foundation, or any of its affiliates, within the past 13 months is a member.		A qualified voting station sponsor is: a. Any specifically identified individual who has paid a minimum sponsorship of \$25 within past year; or, b. Any specifically identified individual volunteer who has volunteered at least 10 hours of work to their designated station within the past year; or, c. Current paid employees of Pacifica; or, d. Current unpaid employees of	"Members" shall be any natural person who within the preceding 12 months: (1) has contributed a minimum \$25 donation to any Pacifica radio station, or such minimum amount as the Board of Directors may from time to time decide, or has volunteered a minimum of 3 hours' work to any Pacifica radio station, and (2) has returned a signed membership registration card stating that he or she has read and supports the purposes of the Pacifica Foundation. The registration	

		<p>Pacifica: An unpaid employee is any specifically identified individual who has performed at least twenty-five (25) hours of assigned work within the preceding three (3) months or fifty (50) hours of assigned work within the preceding six months for any Pacifica station, archives or national office. Confirmation of hours of assigned work performed is to be provided to the member in writing by an authorized representative of the entity which assigned the work.</p> <p>e. In order to be a qualified voting station sponsor, and thus a corporate "member" of Pacifica, one must designate affiliation with one, and only one, particular Pacifica station. There is no limit upon non-voting sponsorship of any other station.</p>	<p>card shall have printed on it the purposes of the Pacifica Foundation and shall be mailed to persons eligible for membership upon receipt of the minimum donation or volunteer hours worked.</p>	
	A. LISTENER-SPONSOR MEMBERS			A. LISTENER-SPONSOR MEMBERS
	<p>"Listener-Sponsor Members" shall be any natural persons who within each of the three preceding 12-month periods:</p> <p>(1) has contributed a minimum \$25 donation to any Pacifica radio station, or such minimum amount as the Board of Directors may from time to time decide, or has volunteered a minimum of 3 hours' work to any Pacifica radio station.</p>			<p>"Listener-Sponsor Members" shall be any natural person who within the preceding 12 months: (1) has contributed a minimum \$25 donation to any Pacifica radio station, or such minimum amount as the Board of Directors may from time to time decide but not to exceed ten (10) times the Federal minimum hourly wage, or has volunteered a minimum of 3 hours' work to any Pacifica radio station, and (2) has returned a signed membership registration card stating that he or she has read and supports the purposes of the Pacifica Foundation. The registration card shall have printed on it the purposes of the Pacifica Foundation and shall be mailed to persons eligible for listener-sponsor membership upon receipt of the minimum donation or volunteer hours worked or mailed at the same time as the ballots for the first election following adoption of these bylaws.</p>
	B. STAFF MEMBERS			B. STAFF MEMBERS
	<p>"Staff Members" shall be: (1) any non-management permanent paid employee of a Pacifica radio station, or any unpaid worker or volunteer who has worked for any Pacifica radio station at least 15 hours in the preceding 3 months or at least 30 hours in the preceding year.</p>			<p>"Staff Members" shall be any non-management permanent paid employee of a Pacifica radio station or any unpaid staff member or volunteer who: (1) has worked for any Pacifica radio station at least [9] 5 hours per week in the preceding [3] 6 months, and (2) has returned a signed membership registration card stating that he or she has read and supports the purposes of the Pacifica Foundation. The registration card shall have printed on it the purposes of the Pacifica Foundation and shall be delivered by hand or mailed to persons eligible for staff membership upon completion of the required number of hours' work.</p>
	C. SINGLE MEMBERSHIP		A. SINGLE MEMBERSHIP	C. SINGLE MEMBERSHIP

	Membership shall be determined by radio station area, and each Pacifica Foundation radio station shall maintain a register of its Listener-Sponsor Members and Staff Members. In the event that a person qualifies for membership in more than one radio station area, he or she shall be entitled to only one membership and shall notify the Foundation of which radio station area s/he wishes to be a member. In the event that a person qualifies both as a Listener-Sponsor Member and as a Staff Member, such person shall be deemed to be a Staff Member.		Membership shall be determined by radio station area, and each Pacifica Foundation radio station shall maintain a register of its Members. In the event that a person qualifies for membership in more than one radio station area, he or she shall be entitled to only one membership and shall notify the Foundation of which radio station area s/he wishes to be a member.	[Same as KPFA]
	D. WAIVER OF REQUIREMENTS		B. WAIVER OF REQUIREMENTS	D. WAIVER OF REQUIREMENTS
	A Local Station Board may choose to waive the gift requirement for Listener-Sponsor Membership for reasons of financial hardship for anyone who, due to incarceration or disability, cannot volunteer his/her time.		Waiver of Requirements. A Local Station Board may choose to waive the gift requirement for Membership for reasons of financial hardship for anyone who, due to incarceration or disability, cannot volunteer their time.	[Same as KPFA]
SECTION 2. RIGHTS	SECTION 3. RIGHTS	SECTION 3. RIGHTS	SECTION 3. RIGHTS	SECTION 3. RIGHTS
A. ELECTION OF DIRECTORS	A. ELECTION AND REMOVAL OF DELEGATES; REMOVAL OF DIRECTORS	A. ELECTION AND RECALL OF LOCAL ADVISORY BOARD MEMBERS	A. ELECTION AND RECALL OF DIRECTORS	A. ELECTION AND RECALL OF DIRECTORS
<p>Voting rights: Members have the right to elect Directors of the Foundation and members of the local advisory boards. Each member may exercise his or her voting rights in one, and only one, signal area.</p> <p>Other rights:</p>	<p>The Members of a radio station area shall have the right elect Delegates and to remove any Delegate elected by them and any Director elected by the Delegates from their radio station area in the manner provided in Section 5222 of the California Corporations Code. The removal by the Members of any Delegate who is also serving as a Foundation Officer or Director shall serve to remove that Director from the Board of Directors and from all offices of the Foundation.</p>	<p>Members have the right to elect members of the local advisory boards (LABs) in their designated membership signal area, as provided herein, and recall LAB members, including those LAB members who are elected by said LABs onto the Pacifica National Board (PNB). Each member may exercise his or her voting rights in one, and only one, signal area.</p> <p>Each LAB election must achieve participation of at least fifteen percent (15 %) or higher threshold of all Members (those sponsors eligible to vote in that signal area.) The specific level of necessary minimal participation is to be determined by the respective LABs. The election shall be by mail, and ballots shall be collected for thirty (30) days.</p> <p>If after thirty days (30) of voting the stated minimum level of participation by voting of Members is not achieved, the election period is extended in one-week increments until the end of the one-week-increment within which the minimum participation threshold is reached.</p> <p>Within twenty-four hours of reaching that minimum participation threshold, the local Pacifica Station shall air and</p>	<p>(1) The Members for each station area shall have the right to elect FIFTEEN Directors who shall sit on the Local Station Board committee of the Board of Directors for their station area. <i>[KPFK bylaws subcommittee strongly believes that Directors should be elected by Members, not by Station Board members.]</i></p> <p>(2) The Members of a radio station area shall have the right to recall any Director elected by them.</p>	<p>(1) The Listener-Sponsor Members for each station area shall have the right to elect Directors who shall sit on the Local Station Board committee of the Board of Directors for their station area.</p> <p>(2) The Staff Members for each station area shall have the right to elect Directors to sit on the Local Station Board committee of the Board of Directors for their station area. [NOTE: State specific number of directors in Article 4, Section 4 or Section 3]</p> <p>(3) The Members of a radio station area shall have the right to recall any Director elected by them.</p>

		<p>post on the Internet announcements that the elections shall be closed at the end of said one-week-increment.</p> <p>Said election scheme must contain</p> <p>a. A form of proportional voting and representation, which may also include Single Transferable Vote;</p> <p>b. A mechanism to prevent voter fraud.</p> <p>It is Pacifica's stated goal that all boards (LABs and PNB) be composed of at least one-half women and one-half people not predominately of European-American descent, and furthermore that all boards seek to be substantially diverse in terms of race, gender, sexual orientation, age, class, and geographical region within applicable signal areas.</p>		
	B. AMENDMENT OF BYLAWS	B. AMENDMENT OF BYLAWS	B. AMENDMENT OF BYLAWS	B. AMENDMENT OF BYLAWS
	Any amendment of these bylaws that materially adversely affects the rights of the members, or any class of members, shall require the vote of approval of the members, or affected class of members, in order to be effective. Any amendment of the Foundation bylaws that changes the number of Local Station Board Delegates or Foundation Directors, or the manner of election of Delegates or Directors, shall require the vote of approval of the members, or affected class of members, in order to be effective.	Any proposed bylaws amendment that materially adversely affects the rights of the members, or any class of members, must be approved by a majority vote of said quorum of the members, or class of members, as applicable, in the manner and method by which said members are regularly permitted to exercise said voting power.	Any amendment of the Foundation bylaws shall require the vote of approval of the members in order to be effective.	Any amendment of the Foundation bylaws that materially adversely affects the rights of the members, or any class of members, shall require the vote of approval of the members, or class of members, as applicable, in order to be effective.
	C. AMENDMENT OF ARTICLES OF INCORPORATION		C. AMENDMENT OF ARTICLES OF INCORPORATION	C. AMENDMENT OF ARTICLES OF INCORPORATION
	Any amendment to the Foundation Articles of Incorporation altering the purposes of the Foundation shall require the vote of approval of the Members.		[Same as KPFA]	[Same as KPFA]
	D. APPROVAL OF ACQUISITION OR DISPOSITION OF MAJOR ASSETS			D. REFERENDUM REGARDING ACQUISITION OR DISPOSITION OF ASSETS
	The Members of the Foundation shall have the right to approve or reject the acquisition or disposition of major Foundation assets, for example real property and radio broadcast licenses.			A petition signed by a number not less than 2.5% of voters in the last national elections shall initiate a national referendum to reject the acquisition or disposition of assets, including intellectual property rights, whose determined value is \$500,000 or greater.
			D. ATTEND BOARD AND COMMITTEE	

			MEETINGS	
			Members shall have a right to attend all board and committee meetings, except those closed for hearing personnel matters, and to speak during the period to be set aside for member comment.	
				D. SERVE ON COMMITTEES
				Listener-Sponsors and Staff Members for each station shall have the right to serve and vote on committees of the station.
	SECTION 4. QUORUM		SECTION 4. QUORUM	SECTION 4. QUORUM
[not addressed]	For purposes of any election or written ballot, a quorum of the Listener-Sponsor Members shall be 10% of those entitled to vote, and a quorum of the Staff members shall be one-third (1/3) of those entitled to vote, as of the applicable record date.		A quorum of the Members shall be 10% of those entitled to vote as of the applicable date of record	[same as KPFA]
	SECTION 5. RECORD DATE	SECTION 5. RECORD DATE	SECTION 4. RECORD DATE	SECTION 5. RECORD DATE
[not addressed]	The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to any other lawful membership action, shall be 45 days before the first written ballot or notice is mailed.	The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to any other lawful membership action, shall be 45 days before the first written ballot or notice is mailed.	[same as KPFA]	[same as KPFA]
	SECTION 6. PROXIES		SECTION 6. PROXIES	SECTION 6. PROXIES
[not addressed]	All action taken by Members shall be taken by the Members personally. The powers of Members may not be exercised by alternates, by proxy or the like.	[not addressed]	[same as KPFA]	[same as KPFA]

ARTICLE FOUR - ELECTION OF DELEGATES

SECTION 1. DELEGATES DEFINED

Delegates shall be any natural persons elected by the Members, or class of Members, and is serving as such. Delegates shall serve as the Members' representatives in electing Foundation Directors and in serving on the Local Station Boards. Delegates may only act personally at a meeting or by written ballot and may not act by proxy.

SECTION 2. NOMINATION OF DELEGATES

A. Nominations for the office of local station Delegate shall open on September 1st of each year and close on November 1st². Nomination papers shall be delivered to an independent and neutral elections coordinator, who shall not hold any elective Foundation office and who shall not be an employee of the Foundation, who shall be chosen by each Local Station Board, by majority vote, to oversee and certify the fairness of the elections and conformity with these bylaws. Nomination papers shall consist of the required number of signatures on a form to be provided by the election coordinator, a statement of whether the candidate is running for election as a Listener-Sponsor Member or a Staff Member, and a statement up to 500 words in length by the candidate which shall be mailed to the voting members. The names of up to ten (10) nominators may be listed at the end of a candidate's statement. The candidate shall also indicate his/her gender, and racial or ethnic heritage, i.e., European, African, Latin American, Native American, Asian, Pacific Islander, Arab, or declines to state.

B. Any Listener-Sponsor Member in good standing may be nominated for the position of Delegate by the signatures of ten (10) Listener-Sponsor Members in good standing, provided that no person who holds any elective or appointive public office at any level of government – federal, state or local – or is a candidate for such office, or who has held such elective or appointive office within the preceding 3 years, 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 receives a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies.

C. Any Staff Member in good standing may be nominated for the office of Delegate by the signatures of five (5) Staff Members in good standing, provided that no person who holds any elective or appointive public office at any level of government – federal, state or local – or is a candidate for such office, or who has held such elective or appointive office within the preceding 3 years, 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 receives a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies.

SECTION 3. ELECTION OF DELEGATES

A. LISTENER-SPONSOR DELEGATES

The Listener-Sponsor Members for each station area shall elect twelve Delegates who shall sit on the Local Station Board. One third of the Listener-Sponsor Delegates shall be elected annually by mail ballot by the Listener-Sponsor Members of each radio station³, subject to the diversity criteria specified below. Cumulative Voting is permitted. The Proportional Representation "Single Transferable Voting Method" is permitted and may be utilized if approved by majority vote of the Local Station Board. There shall be a 30-day period for return of ballots after mailing, and the ballots shall be counted and the election results certified by the Elections Coordinator not later than December 29th of each year⁴.

B. STAFF DELEGATES

The Staff Members for each station area shall elect six Delegates who shall sit on the Local Station Board. One third of the Staff Delegates shall be elected annually by the Staff Members of each radio station area by mail ballot⁵, subject to the diversity criteria specified below. Cumulative voting is permitted. The Proportional Representation "Single Transferable Voting Method" is authorized and may be utilized, if approved by majority vote of the Local Station Board. There shall be a 30-day period for return of ballots after mailing, and the ballots shall be counted and the election results certified by the Elections Coordinator not later than December 29th of each year.

SECTION 4. DIVERSITY GOALS

[Two alternatives: the first alternative is STRONGLY recommended by the KPFA Committee, the second alternative is not recommended by the KPFA Committee, but is offered as a possible "compromise" position]

EITHER

[STRONGLY recommended by KPFA Committee]

It is the goal of the Foundation that a minimum of 50% of the Delegates shall be racial/ethnic minorities and a minimum of 50% of the Delegates shall be women. To that end, in any election of Delegates half the number of seats to be filled shall be filled by the top vote-getters who are racial/ethnic minorities and half the number of seats to be filled shall be filled by the top vote-getters who are women, regardless of whether or not they are among the top vote-getters overall. However, for purposes of applying this rule, no person shall be elected a Delegate who does not receive at least one-half (½) the number of votes as the last person who would have been elected were it not for the diversity goals. After all the ballots are counted, the election coordinator shall examine the results to determine whether the diversity goals for the Local Board have been met in the aggregate and not just incrementally, and if they have not been met, then s/he shall look to see if there are candidates who are minorities and/or women who received at least half the number of votes of the lowest vote-getter who would otherwise be elected, and s/he shall declare them elected in order of highest number of votes received, replacing the candidates who would have been elected in order of lowest number of votes received. For example: if there are 4 seats to be filled and the top 4 vote-getters are 3 non-minority men and one minority woman, the non-minority man with the least votes who would have been elected will be replaced with the next highest votegetter who is either a minority or a woman provided s/he has obtained at least half of the votes of that non- minority man being replaced. The elections coordinator will then examine the results again to see if the diversity goals for both minorities and women has been met in the aggregate, and if not, s/he will replace the next lowest non-minority man who would have been elected with the next highest minority or woman with the minimum required number of votes who will fulfill the diversity goals.

OR

[NOT recommended by KPFA Committee]

It is the goal of the Foundation that a minimum of 50% of the Delegates shall be racial/ethnic minorities and a minimum of 50% of the Delegates shall be women. To that end, the candidate pool shall be limited so that the number of men and women candidates and the number of racial/ethnic minorities and caucasian candidates shall be equal within plus or minus one. I.e., if there are 5 women candidates there can be no less than 4 nor more than 6 men candidates. The Elections Coordinator shall number nomination papers in the order received and fill the candidate pool of men and women and racial/ethnic minorities and caucasians on a first come first served basis. Thus, if the first three nomination papers received are from 2 men and 1 woman, no other men shall be admitted to the candidate pool until nomination papers are received an additional woman. This provision shall not apply if the number of candidates is less than 200% of

the number of seats to be filled, in which case all nominees shall be qualified as candidates.

SECTION 5. FAIR CAMPAIGN PROVISIONS

No Foundation or radio station management or staff may use air time to endorse or campaign or recommend for or against any candidate for election to Station Board Delegate, or give air time to some candidates but not others. All candidates for election shall be given equal opportunity for air time, and such air time shall be specially set aside for candidates statements and questions and answers from the listeners. No Foundation or radio station management or staff may give written endorsements to any listener-sponsor delegate candidates. Neither the Board of Directors nor any Local Station Board may, as a body, endorse any candidate(s) for election to the Local Station Board(s), however individual directors and Local Station Board Delegates who are members in good standing may endorse or nominate candidates.

SECTION 6. DELEGATES' TERMS, LIMITATION OF TERMS

The term of a Delegate shall be three (3) years. A Delegate may serve two (2) consecutive three-year terms. A Delegate shall not be eligible for further service as a Director until one year has elapsed after the termination of a Delegate's second consecutive three- year term.

ARTICLE FIVE - DIRECTORS OF THE FOUNDATION

A - WPFW Committee	B - KPFA Committee	C - KPFK Fertig	D - KPFK Committee	E - KPFT Committee
SECTION 1. FOUNDATION BOARD OF DIRECTORS – MEMBERSHIP ELIGIBILITY, NUMBER, POWERS AND DUTIES	SECTION 1. FOUNDATION BOARD OF DIRECTORS – MEMBERSHIP ELIGIBILITY, NUMBER, POWERS AND DUTIES	SECTION 1. FOUNDATION BOARD OF DIRECTORS – MEMBERSHIP ELIGIBILITY, NUMBER, POWERS AND DUTIES	SECTION 1. FOUNDATION BOARD OF DIRECTORS – MEMBERSHIP ELIGIBILITY, NUMBER, POWERS AND DUTIES	SECTION 1. FOUNDATION BOARD OF DIRECTORS – MEMBERSHIP ELIGIBILITY, NUMBER, POWERS AND DUTIES
A. DEFINED	A. DEFINED	A. DEFINED	A. DEFINED	A. DEFINED
Members of the Foundation Board of Directors shall be individuals who have been elected to the Board of Directors, as hereinafter provided, and are serving as such.	The Directors of the Foundation shall be natural persons who have been elected to the office of Director as set forth in these bylaws, and are serving as such.	[same as WPFW]	The Directors of the Foundation shall be Members of the Foundation who have been elected to the office of Director by the Members of the local station areas.	[same as KPFA]
B. ELIGIBILITY	B. ELIGIBILITY	B. ELIGIBILITY	B. ELIGIBILITY	B. ELIGIBILITY
Any member of the Foundation who is not an officer, agent, or employee of the Foundation is eligible to be a director of the Foundation.	Any Local Station Board Delegate who is currently serving and has served at least one year as a Delegate ⁶ is eligible to be elected to the office of Director, and any natural person nominated by a "Pacifica Affiliate" or by two Local Station Boards is eligible to be elected an "at large" Director, provided, however, that the Chair, Vice-Chair, Secretary and Treasurer of any Local Station Board may not concurrent hold the office of Foundation Director and must resign his/her Local Station Board office upon election to the office of Foundation Director, and provided further that no person who holds any elective or appointive public office at any level of government – federal, state or local – or is a candidate for such office, or who has held such elective or appointive office	Any Member of Pacifica is eligible to be a director of Pacifica.	Any Member of the Pacifica Foundation who has been a member for one year is eligible to be elected a Director except that no person who holds any political or governmental elective or appointive office at any level of government - federal, state or local - or is a candidate for such office, or who has held such office within 3 years, shall be eligible for election to the office of Director of the Pacifica Foundation. A Director must immediately resign the office of Director if s/he becomes a political candidate or receives a political appointment during his or her term as a Director. This restriction shall not apply to civil service employment by governmental agencies.	[Same as KPFK – Fertig]

	within the preceding 3 years, shall be eligible for election to the office of Director of the Pacifica Foundation. A Director shall be deemed to have resigned the office of Director if s/he becomes a candidate for public office or receives a political appointment during his or her term as a Director. This restriction shall not apply to civil service employment by governmental agencies.			
C. NUMBER	C. NUMBER	C. NUMBER	C. NUMBER	C. NUMBER
There Board of Directors shall consist of two Directors representing each signal area, and additional at large members not exceeding 50% of the number of elected Directors.	[Two Alternatives] EITHER 1. There shall be a minimum of fifteen (15) and a maximum of eighteen (18) directors of the Foundation. OR 1. There shall be a minimum of fifteen (15) and a maximum of twenty eight (28) directors of the Foundation. 2. A change in the minimum or maximum number of directors, or a change from a variable to a fixed number of directors, requires the vote of approval of the members.	Number The Board of Directors shall consist of the following, totaling twenty-two members a. Fifteen (15) members elected by and from LABs, three (3) from each LAB, with three (3) year terms; b. Six (6) members elected by staffone (1) elected from each station, and one (1) elected from the combined staff of the Pacifica Archives and National Office, each with one (1) year terms; c. One (1) member elected by Pacifica Affiliates, in a manner designed by them, with one (1) year terms. It is Pacifica=s stated goal that all boards (LABs and PNB) be composed of at least one-half women and one-half people not predominately of European-American descent, and furthermore that all boards seek to be substantially diverse in terms of race, gender, sexual orientation, age, class, and geographical region within applicable signal areas.	The Pacifica Foundation shall have seventy-five (75) Directors.	[1. & 2. Same as KPFK – Fertig] 3. One (1) member elected by Pacifica affiliated radio stations, in a manner which is not in conflict with the eligibility, election and diversity guidelines stated herein.
	D. EX OFFICIO DIRECTORS	D. EX OFFICIO DIRECTORS	D. EX OFFICIO DIRECTORS	D. EX OFFICIO DIRECTORS
[Not Addressed]	The Foundation Executive Director, the Director of the Pacifica Foundation Archives, and a Recording Secretary and Chief Financial Officer (if either or both are appointed) shall be ex officio non-voting members of the Board of Directors. Ex Officio members shall not be counted in determining the maximum or minimum number of Foundation Directors.	[Not addressed]	The Foundation Executive Director, the Director of the Pacifica Foundation Archives, the Pacifica Ombudsman, and a Recording Secretary or Chief Financial Officer (if either or both are appointed) shall be ex officio non-voting members of the Board of Directors.	Pacifica’s executive director, the director of the Pacifica foundation archives, the chairs of the local boards and the managers of the Pacifica stations shall be ex officio non-voting members of the Pacifica board. Other ex officio non-voting members of the board of directors may be appointed by a 2/3rds vote of the directors.
E. POWER AND AUTHORITY	E. POWER AND AUTHORITY	E. POWER AND AUTHORITY	E. POWER AND AUTHORITY	E. POWER AND AUTHORITY
The board is authorized to exercise any and all corporate powers of the Pacifica Foundation, particularly those regarding personnel management, allocation of resources, budgeting and financial management, contracting, management of Foundation assets, strategic planning and fundraising and development,	Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the Members or Delegates of the Foundation, the activities and affairs of the Foundation	[Same as WPFW]	Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be	SUBJECT TO ANY LIMITATIONS IN THE ARTICLES OF INCORPORATION AND BYLAWS, ... [same as WPFW]

programming, technical and technological development and compliance with federal and other broadcast rules and regulations.	shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.		conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.	
F. DUTIES	F. DUTIES	F. DUTIES	F. DUTIES	F. DUTIES
The ongoing duties of the Board involve: compliance with the purposes found in the Foundation's Articles of Incorporation; compliance with corporate responsibilities and state and federal law; ensuring that routine communication with listeners occurs at all levels of governance; supervision and operation of Foundation personnel authority for officers, agents and employees of the corporation; maintenance of a regular schedule of meetings and execution of Foundation business decisions as required by the exercise of Board powers and authority, as above.	The ongoing duties of the Directors are to ensure fulfillment of the purposes of the Foundation as set forth in the Articles of Incorporation; to ensure compliance with applicable state and federal laws; to ensure the financial health of the Foundation by adoption and monitoring of an annual budget and to oversee an independent annual audit of the Foundations books and accounts; to ensure regular communication with the Members at all levels and areas of the Foundation; to appoint, supervise and remove, employ and discharge, the Executive Director of the Foundation; to meet at such regular times and places as required by these Bylaws and to meet at such other times as may be necessary in order to carry out the duties of Directors; to register their addresses, telephone numbers, and email addresses with the Secretary of the Foundation. Notices of meetings mailed, transmitted by telecopier facsimile, or emailed to them at such addresses shall be valid notices thereof.	[Same as WPFW]	The ongoing duties of the Board are to: (1) ensure compliance with the purposes of the Foundation as set forth in the Articles of Incorporation; (2) ensure compliance with corporate responsibilities and state and federal law; (3) ensure regular communication with the Members at all levels of governance; (4) appoint, supervise and remove, employ and discharge, the Executive Director of the Foundation; (5) meet at such regular times and places as required by these Bylaws and to meet at such other times as may be necessary in order to carry out the duties of Directors; (6) register their addresses, telephone numbers, and email addresses with the Secretary of the Foundation. Notices of meetings mailed, transmitted by telecopier facsimile, or emailed WITH RECEIPT REQUESTED to them at such addresses shall be valid notices thereof; and (7) ensure the execution of Foundation business decisions as required by the exercise of Board powers and authority, as above.	[Same as WPFW]
SECTION 2. TERMS	SECTION 2. TERMS	SECTION 2. TERMS	SECTION 2. TERMS	SECTION 2. TERMS
After having served as a Director for two consecutive three year terms, such person shall not be eligible for further service as a Director until one year has elapsed after the termination of such second consecutive three year term.	A. The term of a Director shall be three (3) years. A director may serve two (2) consecutive three-year terms.	[See "Number" of Directors, Sec. 1.C., above.]	[Same as KPFA]	The term of a Director shall be three (3) years. A director may serve two (2) consecutive three-year terms. One third of the directors shall be elected each year. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's second consecutive three-year term.
	B. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's second consecutive three-	After having served as a Director for two consecutive terms, such person shall not be eligible for further service as a Director until one year has elapsed after the termination of	[Same as KPFA]	

	year term.	such second consecutive term.		
	SECTION 3. NOMINATION OF DIRECTORS		SECTION 3. NOMINATION OF DIRECTORS	
	A. STATION REPRESENTATIVE DIRECTORS			
[Not Addressed]	Any Delegate serving on a Local Station Board may nominate any other eligible Delegate serving on the same Local Station Board for the office of Director.	[Not addressed]	<p>Nominations for the office of Director shall open on September 1st of each year and close on November 1st. 2</p> <p>Nomination papers shall be delivered to an independent elections coordinator, who shall not hold any elective Foundation office and who shall be chosen by each Local Station Board, by majority vote, to oversee and certify the fairness of the elections and conformity with these bylaws. Nomination papers shall consist of the required number of signatures on a form to be provided by the election coordinator, a statement of whether the candidate is running for election as a member of the National/Budget/Programming Committees or the Local Programming Council. The candidate shall also indicate his/her gender, and racial or ethnic heritage, i.e., European, African, Latin American, Native American, Asian, Pacific Islander, Arab, Lesbian-Gay-Bisexual-Transgender or declines to state, AND a statement up to 500 words in length by the candidate which shall be mailed to the voting members, posted to the station's website and placed in the station's newsletter/folio (if any). Candidates shall have an opportunity to be interviewed on-air at the local stations to be re-broadcast frequently at reasonable times within the period between the close of nominations and the counting of the ballots.</p> <p>(A) Any eligible Member may be nominated for the office of Director by the signatures of twenty (20) Members in good standing.</p>	[not addressed]
	B. AT-LARGE DIRECTORS			
	The board of directors, or equivalent governing body, of any "Pacifica Affiliate" may nominate any eligible natural person for the office of Director. For these purposes, "Pacifica Affiliate" is defined as any non- commercial broadcaster -- radio, digital, internet, or the like -- that broadcasts Pacifica programming, either by permission or by			

	contract with the Pacifica Foundation. By majority vote of the Delegates present and voting on two Local Station Boards, any two Local Station Boards may nominate any eligible listener-sponsor member of the Foundation, who is not then serving as a station board Delegate on any Local Station Board, to the office of Director.			
SECTION 3. ELECTION OF DIRECTORS	SECTION 4. ELECTION OF DIRECTORS	SECTION 2. ELECTION OF DIRECTORS	SECTION 4. ELECTION OF DIRECTORS	SECTION 3. ELECTION OF DIRECTORS
	A. STATION REPRESENTATIVE DIRECTORS			
In order to be elected, a Director must be nominated and receive the vote of a majority of the station members which s/he represents, unless such Director is classified as an "at large" Director, in which event s/he must be elected by a 2/3 vote of the Board of Directors of the Foundation. Such voting is to be conducted by secret ballot, subject to approval of FCC council, or FCC. Having successfully conducted democratic elections in all signal areas, the Board shall promulgate nationwide rules and regulations to assure uniform, fair and effective election processes for all stations and signal areas.	[Two Alternatives] EITHER Each Local Station Board shall elect from among its then current Local Station Board Delegates, by majority vote of the Delegates present and voting, three Directors to represent that station on the Foundation Board of Directors, two of whom shall be listener-sponsor members and one of whom shall be a staff member. These elections shall take place in January of each year and be staggered so that one Director is elected by each Local Station Board each year. ² OR Each Local Station Board shall elect from among the then current Local Station Board Delegates, by majority vote of the Delegates present and voting, three Directors to represent that station on the Foundation Board of Directors, two of whom shall be listener-sponsor members and one of whom shall be a staff member. In addition, if a station has more than 10,000 subscribers who have contributed the minimum amount required for membership, or more, during the prior twelve months, the Local Station Board shall elect a fourth Director who shall be a listener-sponsor member; and if a station has more than 20,000 subscribers who have contributed the minimum amount required for membership, or more, during the prior twelve months, the Local Station Board shall elect a fifth Director who shall be a staff member. These elections shall take place in January of each year and be staggered so that, at most, two Directors are elected by each Local Station Board	In order to be elected, a Director must be a member of, and be nominated and receive the vote of the qualified voting members of, their respective electing entity. Each electing entity, whether LAB, station staff, national staff or combined affiliates, may determine the methodology and electoral scheme for said designation of representative(s) to the national board, except as provided herein, and except that said duty to elect may not be delegated, and provided that the National Board may, as an amendment to these bylaws, modify any methodology and electoral scheme for said designation of representative (s) to the national board.	(A) Directors shall be elected by the Members of each radio station area by mail ballot. Each member shall have one vote, and the top vote four (4) vote-getters shall be elected each year 3, subject to the diversity criteria specified below. The Proportional Representation "Single Transferable Voting Method" shall be used. There shall be a 30-day period for return of ballots after mailing, and the ballots shall be counted and the election results certified by the Elections Coordinator not later than December 29th of each year. [1 For the first implementation, the top 1/3rd vote-getters shall be elected for 3-year terms, the next 1/3rd shall be elected for 2-year terms, and the next 1/3rd shall be elected for 1-year terms. 2 For the first implementation of these bylaws, nominations shall open immediately upon ratification of the bylaws and shall be open for 45 days thereafter. 3 For the first implementation of these bylaws, the top fifteen vote-getters shall be elected, subject to the diversity criteria.]	[Same as KPFK]

	each year.			
	B. AT-LARGE DIRECTORS			
[See Art 5, Sec 6.C., above, under "Number"]	The Board of Directors may, in its discretion, elect up to three (3) Directors nominated either by a Pacifica Affiliate or by two Local Station Boards, by 2/3rds majority vote of the Directors present and voting, provided that notice of the nomination and vote is served on all Directors with the Notice of Meeting at least thirty (30) days in advance of the meeting date.			
			SECTION 5. DIVERSITY GOALS	SECTION 4. DIVERSITY GOALS
[not addressed]	[See election of Delegates, above at Art. __, Sec. __, above]	[not addressed]	<p>It is the goal of the Foundation that a minimum of 50% of the Directors shall be racial/ethnic minorities and a minimum of 50% of the Directors shall be women. To that end, in any election of directors, half the number of seats to be filled shall be filled by the top vote-getters who are racial/ethnic minorities and half the number of seats to be filled shall be filled by the top vote-getters who are women, regardless of whether or not they are among the top vote-getters overall. However, for purposes of applying this rule, no person shall be elected a Director who does not receive at least one-half (½) the number of votes as the last person who would have been elected were it not for the diversity goals. After all the ballots are counted, the election coordinator shall examine the results to determine whether the diversity goals have been met, and if they have not been met, then s/he shall look to see if there are candidates who are minorities and/or women who received at least half the number of votes of the lowest vote- getter who would have been elected, and s/he shall declare them elected in order of highest number of votes received, replacing the candidates who would have been elected in order of lowest number of votes received. For example: if there are four seats to be filled and the top four vote-getters are three non-minority men and one minority woman, the non-minority man with the least votes who would have been elected will be replaced with the next highest vote-getter who is either a minority or a woman. The elections coordinator will then examine the results again to see if the diversity goals for both minorities and women has been met, and if not, s/he will replace the next lowest non-minority man who would</p>	<p>To ensure diversity of the Board, the delegation from each station LAB shall include at least one woman and at least one racial/ethnic minority which may be one and the same person. (Approved by vote of 6/2/4)</p> <p>There shall be established within each of the Pacifica signal areas a subcommittee of the National Board to monitor under representation of communities. These Committees of Inclusion shall consist of members drawn in part from the under represented communities the Committees of Inclusion are intended to serve. The Committees of Inclusion will (a) identify the communities in their signal area to be monitored, (b) identify criteria for determining what constitutes under-representation in both station programming and staffing, (including LAB and National Board members as well as unpaid staff, i.e. volunteers, committee members, programmers, etc.) and (3) make quarterly reports on the status of represented and under-represented groups to the PNB and the LAB.</p> <p>LABs and Station managers will be expected to consider these identified under-represented communities in their future decisions about committee composition, staffing and programming. All station managers and LAB Chairs will report to the PNB. These Committees of Inclusion will report to the LAB at least quarterly on the status of represented and under-represented groups in their signal areas. The PNB shall query and monitor station managers and LAB Chairs on their plans for addressing any concerns expressed by the Committees of Inclusion of these under represented communities and what steps are being considered fairly to address committee concerns.</p>

			have been elected with the next highest minority or woman with the minimum required number of votes who will fulfill the diversity goals.	Where necessary and with due notice, the LAB and PNB will suggest and/or direct station managers to implement specific changes to reduce or eliminate this inequity of under represented communities.
			SECTION 6. SEATING OF DIRECTORS	SECTION 5. SEATING OF DIRECTORS
	[not addressed]	[not addressed]	The Directors shall be seated at the first meeting of their respective Local Station Boards to be held in January each year.	Newly elected directors shall be seated at the first regularly scheduled meeting of the foundation's board of directors following their election.
SECTION 7. REMOVAL OF DIRECTORS	SECTION 7. REMOVAL OF DIRECTORS	SECTION 7. REMOVAL OF DIRECTORS	SECTION 7. REMOVAL OF DIRECTORS	SECTION 7. REMOVAL OF DIRECTORS
	A. BY BOARD OF DIRECTORS	A. BY BOARD OF DIRECTORS	A. BY BOARD OF DIRECTORS	A. BY BOARD OF DIRECTORS
Any Director may be removed by the Board of Directors at a regular or special meeting by a two-thirds vote of all of the members of the Board of Directors, provided that the grounds for such removal are submitted with the notice of said meeting and, provided further, that the said Director shall have a reasonable opportunity at said meeting to protest his/her removal.	Any Director shall be removed automatically for unexcused absences as set forth in Article Five.	Any Director may be removed by the Board of Directors at a properly called and noticed regular or special meeting by a two-thirds vote of all of the members of the Board of Directors, provided that the grounds for such removal are submitted with the notice of said meeting and, provided further, that the said Director shall have a reasonable opportunity at said meeting to object to and argue his/her removal.	1. Any Director may be removed by the Board of Directors at a regular or special meeting by a three-fifths (3/5) vote of all of the members of the Board of Directors, provided that the grounds for such removal are submitted with the notice of said meeting and, provided further, that the said Director shall have a reasonable opportunity at said meeting to protest his/her removal. 2. Any Director may be removed automatically for absences as set forth in Article Five.	[Same as KPFK – Fertig]
	A. BY LOCAL STATION BOARD DELEGATES	B. BY THE ELECTING BODY		B. BY THE ELECTING BODY
	Any Director may be removed by the Delegates of the Local Station Board that elected him or her at a regular or special meeting by three-fifths (3/5ths) majority vote of all the Delegates for that Local Station Board, provided that the grounds for such removal are submitted with the notice of the meeting and, provided further, that the said Director shall have a reasonable opportunity at said meeting to protest his/her removal.	Any Director may be removed by a two-thirds vote of that specific body (the particular LAB, Staffs, or Pacifica Affiliates) which elected him or her to the Board. Such a Director recall may only occur with the equivalent amount of notice said electing body requires for any regularly scheduled meeting of said body, but no less than thirty (30) days. The grounds for such removal must be submitted with the notice of said meeting and said Director shall have a reasonable opportunity at said meeting to object to and argue his or her recall.		[Same as KPFK – Fertig]
	B. BY THE MEMBERS		B. BY THE MEMBERS	C. BY LISTENER SPONSOR MEMBERS
	Upon the petition of fifty (50) of the Members of the Radio Station area that a Director represents, a Director may be removed by a majority vote of the Members of that station area voting in a		Upon the petition of fifty (50) of the Members of the Radio Station area that elected a Director, the Director may be removed by a majority vote of the Members voting in a recall election.	In the case that the Listener-Sponsor Members recall any LAB member who is also seated on the Board of Directors of the Foundation, this shall have the effect of recalling the director from the national Board

	<p>recall election. If recall procedures have not been established by the Board of Directors, then the Local Station Board Committee for that station area shall determine the recall procedures within thirty (30) days of the submission of a recall petition.</p> <p>In the case that the Sponsor Members recall any Local Station Board delegate who has been elected to the Board of Directors of the Foundation, this shall have the effect of removing the director from the Board of Directors.</p>		<p>After the petition has 50 signatures, there shall be a station members meeting announced on air for the purpose of the petitioners presenting their reasons and an opportunity for the board member under recall to defend. The meeting shall be broadcast, live if possible, no later than ten (10) days prior to the members' vote. If recall procedures have not been established by the Board of Directors, then the Local Station Board Committee for that station area shall determine the recall procedures within thirty (30) days of the submission of a recall petition.</p>	<p>of Directors.</p>
	SECTION 8. VACANCY	SECTION 8. VACANCY	SECTION 8. VACANCY	SECTION 8. VACANCY
[not addressed]	<p>If a Station Representative Director's seat becomes vacant for any reason, that seat shall be filled for the remainder of the term by the Local Station Board for that station area.</p>	[not addressed]	<p>If a Directors' seat becomes vacant by reason of death, resignation, or removal, the seat shall be filled for the remainder of the term by appointment of the Local Station Board Committee for that station area of the next person in order from the last previous election of Directors for that area who is willing to serve and who meets the diversity goals. If no such person exists, then the Local Station Board may fill the vacancy with any eligible Member, by majority vote.</p>	<p>If a Directors' seat becomes vacant by reason of death, resignation, or removal, the seat shall be filled for the remainder of the term by appointment of the ELECTING ENTITY for that station area of the next person in order from the last previous election of Directors for that area who is willing to serve and who meets the diversity goals. If no such person exists, then the ELECTING ENTITY may fill the vacancy with any eligible Member, by majority vote.</p>
	SECTION 9. COMPENSATION	SECTION 9. COMPENSATION	SECTION 9. COMPENSATION	SECTION 9. COMPENSATION
[not addressed]	<p>Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.</p>	<p>No Director or LAB member, or his or her immediate family, (except for paid Pacifica staff), may profit or gain any material consideration in exchange for any acts or omissions performed by said LAB member or Director in the course of his or her duties. This does not affect any volunteer, LAB or Director's right to receive reimbursement for expenses reasonably and necessarily incurred in furtherance of his or her duties, subject to approval of the Executive Director or his or her authorized representative.</p>	[Same as KPFA]	<p>Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of APPROVED expenses incurred in the performance of their regular duties.</p>
	SECTION 10. RESTRICTION REGARDING INTERESTED DIRECTORS		SECTION 10. RESTRICTION REGARDING INTERESTED DIRECTORS	
[not addressed]	<p>A. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons.</p>	[not addressed]	[same as KPFA]	[not addressed]
	<p>B. For purposes of this Section, "interested persons" means either:</p> <p>(1) Any person currently being compensated by the Foundation for</p>		[same as KPFA]	

services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise; or
 (2) Any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

ARTICLE SIX - MEETINGS OF THE BOARD OF DIRECTORS

A - WPFW Committee	B - KPFA Committee	C - KPFK Fertig	D - KPFK Committee	E - KPFT Committee
SECTION 1. TIME AND PLACE OF MEETINGS	SECTION 1. TIME AND PLACE OF MEETINGS	SECTION 1. TIME AND PLACE OF MEETINGS	SECTION 1. TIME AND PLACE OF MEETINGS	SECTION 1. TIME AND PLACE OF MEETINGS
<p>Meetings of the Board of Directors shall take place three (3) or more times per year, at such times, dates and places as designated by a majority vote of the Board of Directors at the previous meeting. The meeting nearest to September shall be referred to as the annual meeting.</p>	<p>The Annual Meeting of the Board of Directors shall take place in March, at such times, and places as designated by a majority vote of the Board of Directors at the previous meeting. The Board shall also regularly meet in June and September of each year. All meetings shall occur at a location not farther than 25 miles from the offices of a Foundation radio station, and the Board meetings shall rotate through the five radio station areas so that meetings do not take place twice in the same station area until a meeting has been held in all other station areas. Directors may attend in person, or by telephone or video conference, or other electronic means, provided that all Directors may hear one another, at all times.</p>	<p>Meetings of the Board of Directors shall take place four (4) or more times per year, at such times and dates as designated by a majority vote of the Board of Directors at the previous meeting. The meeting nearest in time to April shall be referred to as the annual meeting. The locations of said meetings shall be chosen to ensure equal rotation among the Pacifica radio station signal areas and may include, at the board=s discretion, affiliate radio station signal areas. Said locations must be chosen to enable attendance by the listenership.</p>	<p>The Annual Meeting of the Board of Directors shall take place in March, at such times, and places as designated by a majority vote of the Board of Directors at the previous meeting. The Board shall also regularly meet in June, September, and December of each year. All meetings shall be broadcast nationally and occur at a location not farther than 25 miles from the offices of a Foundation radio station, and the Board meetings shall rotate through the five radio station areas. Directors may attend in person, or by telephone or video conference, or other electronic means, provided that all Directors may hear one another at all times. The meetings shall also be professionally recorded and archived within 72 hours. The recorded meetings shall be available at the Pacifica Archives and Website, identified by a table of contents and searchable by topic such as "Budget".</p>	<p>[not addressed]</p>
SECTION 2. SPECIAL MEETINGS	SECTION 2. SPECIAL MEETINGS	SECTION 2. SPECIAL MEETINGS	SECTION 2. SPECIAL MEETINGS	
<p>Special meetings of the Board of Directors may be called by the Chair or by a majority vote of the Executive Committee or by a majority vote of the full Board.</p>	<p>Special meetings of the Board of Directors may be called by the Board Chair, any two Officers of the Board, by a majority of the Executive Committee, or by any five members of the Board.</p>	<p>Special meetings of the Board of Directors, for the purpose of addressing matters which require attention of the Board prior to the next regularly-scheduled meeting, may be called by the Chair or by any three (3) members of the board. Any request for a Special Meeting is to be transmitted to each member of the board and the Executive Director in writing, by two of the following methods: post, fax, personal delivery and/or email.</p>	<p>Special meetings of the Board of Directors may be called by the Board Chair, any two Vice Chairs, or by any three members of the National Committee of the Board.</p>	<p>[not addressed]</p>

		<p>The topic of said Special Meeting must be publicly announced as soon as practically possible after the request for said meeting is received. The Chair is responsible to see that said announcement is made both on the air and on the Internet, in a manner reasonably calculated to apprise the sponsor-voters of said meeting, its purpose, location and schedule, who called for it and whether it will be an open or closed (executive) session.</p> <p>The Special Meeting may not be held less than fourteen (14) days= after said meeting is publicly announced unless the Chair determines that an emergency is found to exist which renders said notice impracticable. In such an event, the Chair shall issue, along with notice of said meeting, the reason(s) why less notice was deemed appropriate. If the board, by majority vote at said meeting or the next properly called meeting, deems the notice to have been inadequate, the Chair is overruled and the meeting is canceled, and any decisions or votes taken at said Special Meeting are annulled unless to do so would render Pacifica in violation of law or its own bylaws.</p>		
SECTION 3. NOTICE	SECTION 3. NOTICE	SECTION 3. NOTICE	SECTION 3. NOTICE	
<p>Written notice of every regular and special meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be mailed or delivered to each member of the Board of Directors at least seven days before any such meeting.</p>	<p>Written notice of every regular meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be mailed, or sent to each member of the Board of Directors by first class mail, telecopier or email at least thirty (30) days before any such meeting. Special meetings shall require only 7 days advance notice. All meetings shall be announced in advance on the air on all Pacifica radio stations.</p>	<p>a. Written notice of every regular and special meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be both aired on each Pacifica Station and posted on the Internet, and shall be transmitted to each member of the board and the Executive Director in writing, by two of the following methods: post, fax, personal delivery and/or email. Said Notice for regular meetings shall be dispatched at least thirty (30) days before any such meeting, except in the event of a Special Meeting the topic of which does not permit of full and timely notice.</p> <p>b. In the event of an emergency said meeting may be held with less notice, but otherwise under the same constraints of a properly noticed meeting; provided that any decisions made therein shall only be effective if the lack of notice is unanimously waived and the vote ratified in the next properly called meeting. In the event of such an emergency meeting, a report must issue within a reasonable time as to what transpired, that timely notice was unanimously waived and why it was deemed an emergency.</p> <p>c. Unless the emergency session is a properly closed or executive meeting, all reasonable efforts must be made to webcast said emergency meetings or otherwise render said</p>	<p>Written notice of every regular of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be mailed, or sent to each member of the Board of Directors by telecopier or email with receipt requested at least THIRTY (30) days before any such meeting. Written notice of special meeting of the board of directors, stating the time and place of said meeting and the purposes thereof, shall be mailed, or sent to each member of the board of directors by telecopier or email with receipt requested at least ten (10) days before any such meeting. Notice shall also be given on the Pacifica Website and be broadcast frequently on each station.</p>	

		<p>proceedings accessible to the public.</p> <p>d. Closed Meetings: Nothing in these Bylaws shall be construed to prevent the Board or its committees, or the Local Advisory Boards from holding closed sessions to consider matters relating to individual employees, proprietary information, litigation and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interests of any such organization. If any such meeting is closed pursuant to the provisions of this paragraph, the organization involved shall thereafter (within a reasonable period of time) make available to the public, by airing and posting on the Internet, a written statement containing an explanation of the reasons for closing the meeting.</p>		
SECTION 4. QUORUM	SECTION 4. QUORUM	SECTION 4. QUORUM	SECTION 4. QUORUM	SECTION 4. QUORUM
A quorum at any meeting of the Board of Directors shall consist of one-half-plus-one of the duly elected Directors. Directors may be physically present at the meeting, or may participate by telephone or similar electronic means.	A quorum at any meeting of the Board of Directors shall consist of one-third (1/3) of the duly elected Directors.	A quorum at any meeting of the Board of Directors shall consist of at least one-half of the number of then-qualified voting Directors. Directors must be physically present at regularly-called meeting in order to vote. In the event of special meetings or committee meetings conducted via electronic media, members may participate and vote by telephone or similarly effective electronic means as approved by the board or committee	A quorum at any meeting of the Board of Directors shall consist of THIRTY-NINE of the duly elected Directors. If a sufficient number of voting members constituting a quorum is not present, including by teleconference, the presiding officer may adjourn the meeting to a date and hour fixed by the officer, provided reasonable notice is given in writing by mail, facsimile, telephone, email with receipt	[not addressed]

		at the time.	requested, or other appropriate means of the date and time of the continued meeting.	
SECTION 5. ATTENDANCE	SECTION 5. ATTENDANCE	SECTION 5. ATTENDANCE	SECTION 5. ATTENDANCE	
Any Director who shall have been absent for three consecutive meetings of the Board of Directors shall be automatically dropped from the Board unless such absences are excused by a majority vote of the Board of Directors.	Any Director who is absent for three (3) consecutive meetings of the Board of Directors shall be deemed to have resigned and shall be automatically removed from the Board unless at least one of the absences has been excused by majority vote of the Directors present and voting at the meeting.	<p>Absences: Any National Board member who misses three consecutive National Board meetings (unless the absence is excused by a majority vote of the board during one of the meetings missed) is automatically removed from the Board.</p> <p>Any attendance of less than one half of the total convened time of a given meeting is deemed an absence from said meeting. Any Director who is absent for three consecutive regular meetings of the Board of Directors, unless one of said absences is excused by a majority vote of the board at that same meeting, shall be deemed to have voluntarily resigned from the Board upon the conclusion of the last of said three consecutive meetings. No advance notice is required but the Chair (or in her absence the Secretary) shall make an announcement at the conclusion of the third absented meeting that said member has effectively resigned.</p>	Any Director who is absent for three (3) consecutive meetings of the Board of Directors shall be deemed to have resigned and shall be automatically removed from the Board whether or not the absences have been excused.	
SECTION 6. ACTION BY UNANIMOUS WRITTEN CONSENT	SECTION 6. ACTION BY UNANIMOUS WRITTEN CONSENT	SECTION 6. ACTION BY UNANIMOUS WRITTEN CONSENT	SECTION 6. ACTION BY UNANIMOUS WRITTEN CONSENT	
Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent shall have the same force and effect as a unanimous vote of such Directors.	[Same as WPFW]	[Same as WPFW]	[Same as WPFW]	[not addressed]
SECTION 7. PROXIES	SECTION 7. PROXIES	SECTION 7. PROXIES	SECTION 7. PROXIES	SECTION 7. PROXIES
All action taken by Directors shall be taken by the elected Director personally; the powers of members of the Board may not be exercised by alternates, by proxy or the like.	[Same as WPFW]	[Same as WPFW]	[Same as WPFW]	[not addressed]
		SECTION 8. ACCESSIBILITY		
[Not addressed]	[Not addressed]	All persons shall be permitted to attend any meeting of the National board or Local Advisory Board and no person shall be required, as a condition to attendance at any such meeting, to register such person's name or to provide any other information.	[Not addressed]	[Not addressed]

All public Pacifica Foundation meetings shall be held in spaces fully accessible as defined in the Americans with Disability Act. Properly closed sessions may be held otherwise unless this would impair access for any individual entitled to attend.

ARTICLE SEVEN - COMMITTEES OF THE BOARD OF DIRECTORS

A - WPFW Committee	B - KPFA Committee	C - KPFFK Fertig	D - KPFFK Committee	E - KPFT Committee
	SECTION 1. EXECUTIVE COMMITTEE	SECTION 1. EXECUTIVE COMMITTEE		SECTION 1. EXECUTIVE COMMITTEE
[None]	<p>There shall be an Executive Committee of the Board of Directors consisting of the Board Chair, Vice Chair, Secretary and Treasurer and such other Directors as may be necessary so that there is at least one Executive Committee Member from each radio station area at all times. Executive Committee Members who are not Foundation officers shall be elected by majority vote of the directors present and voting. The Executive Committee shall NOT have the full authority to act on behalf of the full board, unless such authority has been specifically delegated to it by resolution of the board for a specific purpose. The Executive Committee may meet on twenty four hours telephone notice to all Executive Committee members to respond to such matters as may arise between board meetings as may require their attention. The Executive Committee may refer the matter to an appropriate board committee, or may convene a special meeting of the full board, or may refer the matter to the Executive Director for recommendations or action, as they deem appropriate. Within five days after any Executive Committee Meeting the Secretary shall circulate to the full Board of Directors Minutes of the meeting stating the reason for the meeting, and the action taken by the Executive Committee.</p>	<p>There is no Executive Committee unless these Bylaws are properly amended by the next PNB to create one.</p>	[None]	[Same as KPFFK – Fertig]
SECTION 1. STANDING AND AD-HOC COMMITTEES	SECTION 2. STANDING COMMITTEES	SECTION 2. STANDING COMMITTEES	SECTION 2. STANDING COMMITTEES	SECTION 2. STANDING COMMITTEES
<p>[At Article 8 in this draft] Standing and Ad-Hoc Committees Board of Directors may from time to time establish, by resolution, committees of its members for such purposes as are</p>	<p>There shall be three standing national committees of the board: Programming, Budget, and Governance. In addition, the five Local Station Boards, described in Article 8, below, shall be standing</p>		<p>There shall be eight standing committees of the Board: the National Committee, National Program Committee, National Budget Committee, and, in addition, the Five Local Station Boards which are described in Article</p>	

<p>authorized by the corporate law of the State of California. Such resolutions shall include the names of Directors who have been chosen by acclamation or by majority vote to chair such committees, any powers or duties delegated to such committees, as well the membership of such committees. The Board Guidelines and Operating Procedures shall likewise be updated by the Board detailing such committees' duties, annual reports such committees shall make to the board and the role of the committee in fulfilling Board governance.</p>	<p>committees of the board.</p> <p>All committees of the board except the Executive Committee and the Local Station Boards shall be comprised of at least one director and one Local Station Board member from each station area, in order to coordinate local and national planning and to foster collaborative relations throughout the Pacifica network.</p>		<p>Eight, below.</p>	
		<p>A. GENERAL COMMITTEES</p>	<p>A. NATIONAL COMMITTEE</p>	<p>A. GENERAL COMMITTEES</p>
		<p>There are three Standing General Committees: Finance; Personnel; Governance and Elections. Additional Standing Committees may be created by majority vote of the Board of Directors. Each Standing Committee shall, unless otherwise provided by the board, have at least: one Director from each signal area; one Director from Staff; One Director from Affiliates.</p>	<p>The National Committee of the Board of Directors shall consist of the Chairs of the five Local Station Boards, and two additional Local Station Board members from each Local Station Board who shall be elected by majority vote by their respective Local Station Boards. Of the three Local Station Board members from each Local Station Board who serve on the National Committee. The National Committee members shall be elected for one year terms commencing in January of each year. Each Local Station Board may recall from the National Committee and replace any National Committee member elected by them, by majority vote of the Local Station Board members present and voting, provided that notice of the proposed removal is sent to all members of the Local Station Board at least 10 days prior to the meeting where such action may be taken. A Local Station Board member who has been removed from the National Committee by his/her Local Station Board, shall continue to serve his/her term as a Director, unless s/he resigns or is removed as a Director pursuant to the provisions of these Bylaws.</p> <p>(A) Power and Authority: Where action is necessary between meetings of the board, the National Committee is authorized to exercise any and all corporate powers of the Pacifica Foundation on behalf of the board, provided that the action is consistent within Pacifica policy, with regard to the Pacifica Archives, National Programming, the Pacifica Affiliate system, and other national initiatives of the Foundation, particularly those regarding personnel management, allocation of resources, budgeting and</p> <p>financial management, contracting, management of Foundation assets, planning, fundraising and development.</p> <p>(B) Duties: The ongoing duties of the National Committee with regard to national initiatives are to:</p>	<p>There are three Standing General Committees: Finance; Personnel; Governance and Elections (including crafting of Operating Guidelines and Policies, and Standing Rules). Additional Standing Committees may be created by majority vote of the Board of Directors. Each Standing Committee shall, unless otherwise provided by the board, have at least: one Director from each signal area; one Director from Staff; One Director from Affiliates.</p>

			<p>(1) ensure compliance with the purposes of the Foundation as set forth in the Articles of Incorporation;</p> <p>(2) ensure compliance with corporate responsibilities and state and federal law;</p> <p>(3) ensure regular communication with the Members;</p> <p>(4) generally supervise the management and operations of Foundation personnel to assure that their duties are performed properly;</p> <p>(5) meet at least quarterly, by any means, such as conference telephone call which will allow the committee to confer as a body, at such regular times and places as they shall determine and to meet at such other times as is necessary which meeting shall be held only after adequate notice is given to all committee members in order to carry out the duties of the National Committee; and</p> <p>(8) ensure the execution of Foundation business decisions concerning national initiatives, as required by the exercise of Board powers and authority, as above.</p> <p>(C) The National Committee may adopt resolutions requiring implementation by the local radio stations or affecting the programming of the local radio stations, and those resolutions shall be effective as to all Pacifica radio stations, unless overridden by majority vote of three of the five Local Station Boards.</p> <p>(D) A quorum at any meeting of the National Committee shall consist of ___ of the committee members. IF A SUFFICIENT NUMBER OF VOTING MEMBERS CONSTITUTING A QUORUM IS NOT PRESENT, INCLUDING BY TELECONFERENCE, THE PRESIDING OFFICER MAY ADJOURN THE MEETING TO A DATE AND HOUR FIXED BY THE OFFICER, PROVIDED REASONABLE NOTICE IS GIVEN IN WRITING BY MAIL, FACSIMILE, TELEPHONE, EMAIL WITH RECEIPT REQUESTED, OR OTHER APPROPRIATE MEANS OF THE DATE AND TIME OF THE CONTINUED MEETING.</p>	
	A. PROGRAMMING COMMITTEE	B. STANDING AREA COMMITTEES	B. NATIONAL PROGRAM COMMITTEE	B. STANDING AREA COMMITTEES
	There shall be a Program Committee which shall review and evaluate the	There are Seven Standing Area Committees: One Station Committee	[National Program Committee to do longterm planning, such as webcasts, low power stations,	[same as KPFC – Fertig]

programming of all Pacifica radio stations to insure that each station is fulfilling the purposes of the Foundation. The Program Committee members shall consist of one director from each station area, and two Local Station Board members from each station area who shall be elected by their respective Local Station Boards. In addition, up to three at-large directors may serve on this committee. In the event that the Program Committee determines that a local station is not adequately fulfilling Pacifica's purposes, the committee shall meet and confer with Executive Director, the Station Manager, and the Local Station Board for that station to develop corrective plans and policies, and may make recommendations for corrective action to the full Board of Directors

(SC) for each of the currently five (5) Station Signal Areas (with each committee including the four Directors from its respective signal area); One for Affiliate Relations (including the Director elected by Affiliates at least and one Director from each Signal Area) ; One for Archives and National Programming (including the Director elected by Archives and National Staff and at least one Director from each signal area.)

technical innovations. Local station programming councils to supervise local programming.]

(A) There shall be a National Program Committee which shall review and evaluate the programming of all Pacifica radio stations to insure that each station is fulfilling the purposes of the Foundation AND BE RESPONSIBLE FOR TECHNICAL AND TECHNOLOGICAL DEVELOPMENT AND COMPLIANCE WITH FEDERAL AND OTHER BROADCAST RULES AND REGULATIONS. The Program Committee members shall consist of FIVE Local Station Board members from each station area who shall be elected by their respective Local Station Boards FROM AMONG THE LOCAL PROGRAM COUNCIL MEMBERS. In the event that the Program Committee determines that a local station is not adequately fulfilling Pacifica's purposes, the committee shall meet and confer with the Local Station Board for that station to develop corrective measures and policies.

(B) A QUORUM AT ANY MEETING OF THE STATION BOARD SHALL CONSIST OF THIRTEEN OF THE DULY ELECTED DIRECTORS. IF A SUFFICIENT NUMBER OF VOTING MEMBERS CONSTITUTING A QUORUM IS NOT PRESENT, INCLUDING BY TELECONFERENCE, THE PRESIDING OFFICER MAY ADJOURN THE MEETING TO A DATE AND HOUR FIXED BY THE OFFICER, PROVIDED REASONABLE NOTICE IS GIVEN IN WRITING BY MAIL, FACSIMILE, TELEPHONE, EMAIL WITH RECEIPT REQUESTED, OR OTHER APPROPRIATE MEANS OF THE DATE AND TIME OF THE CONTINUED MEETING.

B. BUDGET COMMITTEE

The Foundation Treasurer and one director from each station area (which may include the Treasurer) and the Treasurers of the five Local Station Boards shall constitute the National Budget Committee, which shall have the duty to prepare, in consultation with appropriate national and station staff and other local and national committees, a recommended annual budget for all Foundation operations for approval by the Board of Directors in September prior to the commencement of the next fiscal year. The National Budget Committee shall issue quarterly "budget vs actual" reports to the Board of income and expenses for all Foundation operations.

B. NATIONAL BUDGET COMMITTEE

The Foundation Treasurer and the Treasurers of the five Local Station Boards shall constitute the National Budget Committee, which shall have the duty to prepare an annual budget for the Foundation, including all five radio stations, the Pacifica Archives, the national administrative office, national programming, and all other Foundation operations. Proposed budgets for the five radio stations shall be submitted to the National Budget Committee by the Local Station Boards, as well as budgets for all national programs and departments, in June of each year. The National Budget Committee, then, in consultation with appropriate accounting and management staff and the Local Station Boards, shall make such adjustments as they deem appropriate and shall prepare a final proposed budget for adoption by the Board of

			<p>Directors, by majority vote of the Directors present and voting in a quorum at the September meeting of the Board of Directors. The annual Foundation budget is to be approved no later than September 30th each year, prior to commencement of the fiscal year on October 1st. It shall also be the duty of the Budget Committee to submit at least quarterly to the full Board of Directors a report of actual income and expenses versus budgeted income and expenses, with an explanation of any major discrepancies. The budget shall also specify a maximum expenditure that may be made without specific approval of the National Budget Committee or the Board of Directors.</p>	
	C. GOVERNANCE COMMITTEE			
	<p>There shall be a Governance Committee which shall bi-annually review the Foundation Bylaws and make recommendations as needed, and which shall develop recommended Operating Guidelines and Procedures for the Board. The Governance Committee members shall consist of at least one director from each station area, and two Local Station Board Members from each station area. In addition, at-large directors may serve on this committee.</p>			
SECTION 2. OTHER ADVISORY COMMITTEES	SECTION 6. OTHER ADVISORY COMMITTEES	SECTION 6. OTHER COMMITTEES	SECTION 6. OTHER ADVISORY COMMITTEES	SECTION 6. OTHER COMMITTEES
<p>Other Committees: The Board may establish advisory committees to assist it in developing strategic initiatives designed to bolster Pacifica's mission and purposes, as found in the Articles of Incorporation. These committees may include Foundation members and others. The purpose of advisory committees would be to help the Board positively impact the Foundation in areas such as: membership and organizational development; affiliate relations; programming for community development, peace and social justice; fundraising and development; technological and infrastructure development; new station planning.</p>	<p>The Board may establish such other advisory committees as may be needed to assist the Board in developing plans and initiatives to further Pacifica's mission and purposes in areas such as: membership and organizational development; affiliate relations; programming for community development, peace and social justice; financial planning; fundraising and development; technological and infrastructure development; new station planning; review of governance structures and procedures. All advisory committees, whether standing or ad hoc, shall have at least one Director and two Local Station Board members from each station area. All committee members shall be elected by majority vote of the Board of Directors or their respective Local Station Boards, as appropriate.</p>	<p>The Board may establish advisory committees as authorized by law to assist the Board in developing plans and initiatives to further Pacifica's mission and purposes, as found in the Articles of Incorporation. These committees may include Foundation members and others. The purpose of advisory committees would be to help the Board in areas such as: membership and organizational development; affiliate relations; programming for community development, peace and social justice; financial planning; fund-raising and development; technological and infrastructure development; new station planning, etc.</p> <p>Standing and Ad-Hoc Committees: The Board of Directors may from time to time establish, by resolution, committees of its members for such purposes as are authorized by law. Such resolutions shall identify any powers or duties to be delegated to said committees. The names of Directors who are chosen by acclamation or by majority vote to occupy such committees shall be</p>	<p>The Board may establish advisory committees as authorized by the nonprofit corporate law of the State of California to assist the Board in developing plans and initiatives to further Pacifica's mission and purposes, as found in the Articles of Incorporation. These committees may include Foundation members and others. The purpose of advisory committees would be to help the Board in areas such as: membership and organizational development; affiliate relations; programming for community development, peace and social justice; financial planning; fundraising and development; technological and infrastructure development; new station planning.</p>	<p>The Board may establish advisory committees as authorized by law to assist the Board in developing plans and initiatives to further Pacifica's mission and purposes, as found in the Articles of Incorporation. These committees may include Foundation members and others. The purpose of advisory committees would be to help the Board in areas such as: membership and organizational development; affiliate relations; programming for community development, peace and social justice; financial planning; fund-raising and development; technological and infrastructure development; new station planning, etc.</p>

immediately announced. The Chair may designate committee Chairs, however any Committee may by majority vote designate its own Chair. The Board Guidelines and Operating Procedures shall likewise be updated by the Board detailing such committees' duties, annual reports such committees shall make to the board and the role of the committee in fulfilling Board governance.

ARTICLE EIGHT - LOCAL STATION ADVISORY BOARDS [OR LOCAL STATION BOARDS, per KPFA & KPFC Committee Proposals]

A - WPFW Committee	B - KPFA Committee	C - KPFC Fertig	D - KPFC Committee	E - KPFT Committee
SECTION 1. LOCAL STATION ADVISORY BOARDS	SECTION 1. LOCAL STATION BOARDS	SECTION 1. LOCAL STATION ADVISORY BOARDS	SECTION 1. LOCAL STATION BOARDS	
There shall be one Local Advisory Board in each Foundation radio station signal area.	There shall be one Local Station Board for each Foundation radio station.	[same as WPFW]	The Directors elected by the members of the five station areas shall serve as a standing committee of the Board of Directors for that radio station, which shall be known as the Local Station Board for that radio station.	
SECTION 2. COMPOSITION	SECTION 2. COMPOSITION	SECTION 2. COMPOSITION		SECTION 2. COMPOSITION
Each Local Advisory Board shall be comprised of not more than 35 persons nominated from and elected by Foundation members distributed among the radio station signal areas, including persons nominated from the radio station volunteer programmers; and persons nominated from the radio station paid programmers and staff.	The Delegates elected as described in Article Three, Section 3 (F) (including the Directors elected as described in Article Four, Section 4, to represent that station on the Board of Directors) in each station area shall comprise the Local Station Board for that radio station. Each Local Station Board shall serve as a standing committee of the Board of Directors for its respective radio station.	Each Local Advisory Board (LAB) shall be comprised of not more than twenty-four (24) voting members including up to sixteen (16) persons nominated from and elected by qualified voting Members within the particular area signal area, two (2) persons elected by and from paid staff, and six (6) persons elected by and from unpaid staff. The applicable signal area radio station General Manager shall automatically hold a non-voting seat, ex officio.		
SECTION 3. ELECTIONS		SECTION 3. ELECTIONS		
Local Advisory Board Foundation member representatives shall be nominated and elected using the same procedures followed for nomination and election of the signal area's representatives on The Foundation Board of Directors. Local Advisory Board and Foundation Board of Directors elections may be conducted simultaneously, so long as nominees	[See Art 3, Section 2, above, re election of Delegates]	Each LAB election must achieve participation of at least fifteen percent (15 %) or higher threshold of all Members (those sponsors eligible to vote in that signal area.) The specific level of necessary minimal participation is to be determined by the respective LABs. The election shall be by mail, and ballots shall be collected for thirty (30) days. If after thirty days (30) of voting the stated minimum level of participation by	[see election of directors, above]	

<p>for the Board and Local Advisory Board are clearly differentiated.</p>		<p>voting of Members is not achieved, the election period is extended in one-week increments until the end of the one-week increment within which the minimum participation threshold is reached. Within twenty-four hours of reaching that minimum participation threshold, the local Pacifica Station shall air and post on the Internet announcements that the elections shall be closed at the end of said one-week-increment. Said election scheme must contain:</p> <p>a. A form of proportional voting and representation;</p> <p>b. A mechanism to achieve the diversity goals of Article Four, Section 1(d), above;</p> <p>c. A mechanism to prevent voter fraud.</p>		
<p>SECTION 4. TERMS</p>		<p>SECTION 4. TERMS</p>		
<p>Local Advisory Board members may serve a maximum of two consecutive three-year terms.</p>	<p>[See Art 3, Section 2, above, re Delegates]</p>	<p>After having served as a Local Advisory Board member for two consecutive three year terms, such person shall not be eligible for further service as a LAB member until one year has elapsed after the termination of such second consecutive three year term.</p>	<p>[see terms of directors, above]</p>	
	<p>SECTION 3. POWER AND AUTHORITY</p>		<p>SECTION 2. POWER AND AUTHORITY</p>	
	<p>By resolution of the Board of Directors, the Board of Directors may delegate to a Local Station Board any corporate powers of the Pacifica Foundation with regard to that radio station, subject to revocation of that delegated power at any time by the Board of Directors. Any resolution of or policy adopted by a Local Station Board may be overridden by majority vote of the Board of Directors. The powers delegated to one Local Station Board need not be the same for all Local Station Boards, and delegation of such power and authority shall be on a case by case basis.</p>		<p>The Local Station Boards are authorized to exercise any and all corporate powers of the Pacifica Foundation, with regard to that LOCAL radio station, particularly those regarding personnel management, allocation of resources, budgeting and financial management, contracting, management of Foundation assets, planning, and fundraising and development, programming, technical and technological development and compliance with federal and other broadcast rules and regulations, including the establishment of separate Community Advisory Boards (CABS) to the extent that the radio station seeks funding from the Corporation for Public Broadcasting and such CABS are required as a condition of such grants.</p> <p>FORM A LOCAL PROGRAM COUNCIL WHOSE MEMBERS SHALL BE ELECTED FROM THE LOCAL STATION BOARD MEMBERS. THE COUNCIL SHALL SUPERVISE LOCAL STATION PROGRAMMING.</p>	

SECTION 5. LAB FUNCTIONS	SECTION 4. DUTIES	SECTION 5. LAB FUNCTIONS	SECTION 3. DUTIES	
<p>LABs shall develop written operating Guidelines and Procedures, similar to those of the Board, in conformity with the Foundation Bylaws.</p> <p>Needs Assessments: Each Local Advisory Board shall conduct local community needs assessments, relative to station program goals, station services and significant policy decisions.</p> <p>Relationship to Station Management: Each Local Advisory Board shall advise, assess and evaluate the local radio station and its General Manager on the fulfillment of the Foundation mission, particularly as it relates to the findings of its community needs assessments.</p> <p>General Manager Selection: If the local radio station General Manager position is vacant, the Local Advisory Board shall participate in the interview process, and provide a list of qualified candidates for the position to the Foundation Executive Director.</p>	<p>The ongoing duties of the Local Station Boards are:</p> <p>(1) to review and approve the station's annual budget prior to submission to the Board of Directors for approval, and to make quarterly reports to the Board of Directors of the station's budget vs. actual income and expenses;</p> <p>(2) to recommend to the Executive Director the hiring of the station General Manager. No station General Manager shall be hired or fired against the recommendation of the Local Station Board unless the Board of Directors approves the action by majority vote. The Local Station Board shall annually evaluate the station General Manager's performance and provide a written report to the Board of Directors.</p> <p>(3) to recommend to the General Manager the hiring of the station Program Director. No Program Director shall be hired or fired against the recommendation of the Local Station Board unless the Board of Directors approves the action by majority vote. The Local Station Board shall annually evaluate the Program Director's performance and provide a written report to the Board of Directors.</p> <p>(4) to work with station management and staff to ensure that station policies and procedures for making programming decisions, and for evaluating programming, are working in a fair, collaborative and respectful manner to provide quality programming that fulfills Pacifica's purposes and is responsive to the diverse needs of the listeners and communities served by the station.</p> <p>(5) to report station board activities regularly, and no less frequently than quarterly, on the air to the station listeners.</p> <p>(6) to conduct at least quarterly "Town Hall" style meetings devoted to hearing the station listeners' views, needs and concerns.</p> <p>(7) to assist in the fundraising activities of the station.</p> <p>(8) to form open committees to carry on the work of the Local Station Board so that station listener-sponsor and staff members may join the committees and assist the board to the extent appropriate, taking care to keep confidential personnel, legal and proprietary matters.</p> <p>(9) to actively reach out to under-represented communities to help the station serve a diversity of people of all races, creeds, colors and nations, classes, abilities, and to reach out to community organizations to help build collaborative relations with other organizations working for similar purposes.</p> <p>(10) to perform community needs assessments, or to see to it that such assessments are performed by a separate "Community Advisory Board", as may be required as a condition of grants from the Corporation for Public Broadcasting.</p>	<p>LABs shall develop written operating Guidelines and Procedures, similar to those of the Board, in conformity with Pacifica Bylaws and also on any matters not encompassed by these Bylaws.</p> <p>Needs Assessments: Each Local Advisory Board shall conduct local community needs assessments, relative to station program goals, station services and significant policy decisions.</p> <p>Relationship to Station Management: Each Local Advisory Board shall advise, assess and evaluate the local radio station and its General Manager on the fulfillment of Pacifica mission, particularly as it relates to the findings of its community needs assessments.</p> <p>General Manager Selection: If the local radio station General Manager position is, or is expected to be, vacant, the Local Advisory Board shall participate in the search and interview process, and, in conjunction with the applicable Station Committee shall develop and provide a list of qualified candidates for the position to Pacifica Executive Director. If the Executive Director does not select a candidate from that list, no selection will be made except from a list subsequently derived by the applicable Station Committee and Local Advisory Board.</p> <p>Additional Roles: The Local Advisory Boards may be called upon to assist in the review, assessment and development of all PNB and local policy, as well as personnel and fund-raising matters as may be requested by the general manager, executive director and National Board. The LAB may also perform any function or endeavor otherwise permitted by law.</p>	<p>The ongoing duties of the Local Station Boards Board with regard to their radio stations are to:</p> <p>(1) ensure compliance with the purposes of the Foundation as set forth in the Articles of Incorporation;</p> <p>(2) ensure compliance with corporate responsibilities and state and federal law;</p> <p>(3) ensure regular communication with the Members;</p> <p>(4) appoint, supervise and remove, employ and discharge, the station General Manager, and to approve the hiring of all other station management personnel.</p> <p>(5) generally supervise the operations and management of the radio station;</p> <p>(6) meet at least every other month at such regular times and places as they shall determine and to meet at such other times as is necessary in order to carry out the duties of the Local Station Board; and</p> <p>(7) ensure the execution of Foundation business decisions concerning that radio station, as required by the exercise of Board powers and authority, as above.</p> <p>Each station shall form a Local Program Council whose members shall be elected from the local station board members. The council shall supervise local station programming.</p>	
SECTION 6. ELECTION OF	SECTION 5. ELECTION OF OFFICERS	SECTION 6. ELECTION OF OFFICERS	SECTION 4. ELECTION OF OFFICERS	

OFFICERS				
<p>The Local Advisory Board officers shall include a chairperson / facilitator and a recording secretary. Officers shall be elected by the Local Advisory Board members, and shall serve for a term of one year.</p>	<p>Each Local Station Board shall elect a Chair, a Vice-Chair, a Recording Secretary, and a Treasurer, who shall be elected in January each year for a term of one year. Each Local Station Board shall also elect representatives to other committees of the Board of Directors, as may be required from time to time. None of the Local Station Board officers may concurrently serve as a Foundation Director, and if elected to the office of Director, they shall resign their local Station Board office.</p>	<p>The Local Advisory Board officers shall include a chairperson / facilitator and a recording secretary. Officers shall be selected by majority vote from and by the Local Advisory Board members, and shall serve for a term of one year or until the end of said LAB member's elected term, whichever is first.</p>	<p>Each Local Station Board shall elect a Chair, a Vice-Chair, a Recording Secretary, and a Treasurer, who shall be elected in January each year for a term of one year. Each Local Station Board shall also elect their representatives to the National Committee, the National Finance Committee, and the National Program Committee at a Local Station Board meeting in January or February. The Chairs of each Local Station Board shall serve on the National Committee of the Board of Directors, and shall hold the office of Vice-Chairs of the Foundation.</p>	
SECTION 7. MEETINGS	SECTION 6. MEETINGS	SECTION 7. MEETINGS		
<p>Frequency: Each Local Advisory Board shall meet as often as required to accomplish its assigned functions, and no less than quarterly.</p> <p>Time and place: The time and place of each meeting shall be designated by a majority vote of the Local Advisory Board members. Meetings shall be held in facilities large enough to accommodate both the Local Advisory Board and interested public, preferably in the station.</p> <p>Public participation: Local Advisory Board meetings, excluding meetings dedicated exclusively to discussion of local radio station personnel matters, shall be open to the public and shall include a public comment period of no less than one half hour.</p> <p>Public notice: The public shall be notified of each Local Advisory Board meeting that is open to the public. Four on-air announcements, made during prime time on the radio station on four different days prior to the meeting, are considered to be adequate notice.</p>	<p>The Local Station Board shall meet as often as required to accomplish its duties, and no less than every other month. All meetings shall be open to the public, and there shall be no less than one half hour allotted to public comment at each meeting. The Local Station Board may meet in executive session to address personnel, legal or proprietary matters.</p>	[Same as WPFW]	[See meetings of the board of directors, above.]	
SECTION 8. QUORUM	SECTION 7. QUORUM	SECTION 8. QUORUM	SECTION 7. QUORUM	
<p>A quorum at any Local Advisory Board meeting shall consist of one third of the members. Members may be physically present in the meeting</p>	<p>A quorum shall be one half of the duly elected Local Station Board Delegates.</p>	<p>A quorum at any Local Advisory Board meeting shall consist of at least fifty percent (50%) of the currently seated voting members. Members must be physically</p>	<p>A quorum at any meeting of the Station Board shall consist of [SEVEN/NINE ?] of the duly elected directors. If a sufficient number of voting members constituting a</p>	

room or may participate by electronic means such as teleconference.		present in the meeting room to vote, although general participation by electronic means such as teleconferencing is allowable for purposes of discussion.	quorum is not present, including by teleconference, the presiding officer may adjourn the meeting to a date and hour fixed by the officer, provided reasonable notice is given in writing by mail, facsimile, telephone, email with receipt requested, or other appropriate means of the date and time of the continued meeting.
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ARTICLE NINE - OFFICERS OF THE FOUNDATION

A - WPFW Committee	B - KPFA Committee	C - KPFK Fertig	D - KPFK Committee	E - KPFT Committee
SECTION 1. DESIGNATION OF OFFICERS	SECTION 1. DESIGNATION OF OFFICERS	SECTION 1. DESIGNATION OF OFFICERS	SECTION 1. DESIGNATION OF OFFICERS	
The officers of Pacifica Foundation shall be a Chair of the Board of Directors, a Vice-Chair, a Secretary, a Treasurer, and such Vice-Chairs, Assistant Secretaries and Assistant Treasurers as may be authorized from time to time by the Board of Directors.	A. The Officers of Pacifica Foundation shall be a Chairperson of the Board of Directors, a Vice-Chair, a Secretary, a Treasurer, and such Assistant Secretaries and Assistant Treasurers as may be authorized from time to time by the Board of Directors. The Chairperson of the Board shall not concurrently hold any other Foundation office.	The officers of Pacifica Foundation shall be a Chair of the Board of Directors, a Vice-Chair, a Secretary, and a Treasurer.	(A) The Officers of Pacifica Foundation shall be a Chairperson of the Board of Directors, five Vice-Chairs who shall be the Chairs of the five Local Station Boards, a Secretary, a Treasurer, and such Assistant Secretaries and Assistant Treasurers as may be authorized from time to time by the Board of Directors. The Chairperson of the Board shall not concurrently hold any other Foundation office. [CHAIR OF THE BOARD COULD BE ELECTED BY MEMBERS BIANNUALLY AT ANNUAL ELECTION.]	
	B. A Recording Secretary or Chief Financial Officer, who are not Directors, may be employed by the Board in addition to the Foundation Secretary or Treasurer. Any such non-Director officers shall serve at the pleasure of the Board.		(B) A Recording Secretary or Chief Financial Officer, who are not Directors, may be employed by the Board in addition to the Foundation Secretary or Treasurer. Any such non-Director officers shall serve at the pleasure of the Board.	
	SECTION 2. DUTIES OF OFFICERS		SECTION 2. DUTIES OF OFFICERS	
	The duties of the officers of the Foundation shall be set out in board guidelines and procedures		[Same as KPFA]	
SECTION 2. ELECTION, TERMS AND REMOVAL OF OFFICERS	SECTION 3. ELECTION, TERMS AND REMOVAL OF OFFICERS	SECTION 2. ELECTION, TERMS AND REMOVAL OF OFFICERS	SECTION 3. ELECTION, TERMS AND REMOVAL OF OFFICERS	
<u>Election of Officers:</u> The officers of The Foundation shall be elected bi-annually in even numbered years by the Board of	A. <u>Election of Officers:</u> The Officers of The Foundation shall be elected bi-annually in odd numbered years by the Board of Directors at	<u>Election of Officers:</u> The officers of Pacifica shall be elected annually to one-year terms by the Board of Directors, and shall	(A) Election of Officers: The Officers of The Foundation, except the Vice Chairs (who shall be elected by their respective	

<p>Directors, and shall serve for a term of two years, or until the election of their successors.</p>	<p>the Annual Meeting in March.</p>	<p>serve until the end of said term, until the end of said member=s regular term of office as a Director, until election of his or her successor, or until his or her resignation, whichever comes first.</p>	<p>Local Station Boards, as provided elsewhere in these Bylaws), shall be elected bi-annually in odd-numbered years by the Board of Directors at the Annual Meeting in March. Only Directors who have been elected to the National Committee by their respective Local Station Boards shall be eligible for election as the Chairperson of the Board, Secretary or Treasurer of the Foundation.</p> <p>(C) Removal of Officers: Any officer may be removed by the Board of Directors at any regular or special meeting by a majority TWO-THIRDS vote of all of the members of the Board of Directors, provided that the grounds for such removal are submitted with notice of said meeting, and provided further that said officer shall have a reasonable opportunity at said meeting to protest his or her removal.</p>	
	<p>B. Terms of Officers: Officers shall serve for a term of two years or until the election of their successors, which ever is later, unless he or she resigns or is removed or is otherwise disqualified to serve before such time. No officer may continue to serve as an officer past the expiration of his/her term as Director.</p>		<p>(B) Terms of Officers:</p> <p>[Same as KPFA]</p>	
<p>Removal of Officers: Any officers may be removed by the Board of Directors at any regular or special meeting by a majority vote of all of the members of the Board of Directors, provided that the grounds for such removal are submitted with notice of said meeting, and provided further that said officer shall have a reasonable opportunity at said meeting to protest his/her removal.</p>	<p>C. Removal of Officers: Any officer may be removed from his/her office by the Board of Directors at any regular or special meeting by a majority vote of all of the members of the Board of Directors, provided that the grounds for such removal are submitted with notice of said meeting, and provided further that said officer shall have a reasonable opportunity at said meeting to protest his or her removal.</p>	<p>Removal of Officers:</p> <p>[Same as WPFW]</p>	<p>C. Removal of Officers:</p> <p>[Same as KPFA, except requires 2/3rds majority vote of directors.]</p>	

ARTICLE TEN - OTHER FOUNDATION OFFICERS [EXECUTIVE DIRECTOR]

A - WPFW Committee	B - KPFA Committee	C - KPFK Fertig	D - KPFK Committee	E - KPFT Committee
SECTION 1. EXECUTIVE DIRECTOR	SECTION 1. EXECUTIVE DIRECTOR	SECTION 1. EXECUTIVE DIRECTOR	SECTION 1. EXECUTIVE DIRECTOR	
<p>DEFINITION: The Board shall employ a person designated as the Executive Director, who duties shall be as outlined in the Guidelines and Operating Procedures of the Board. Generally, the Executive Director shall serve as the chief executive of The Foundation.</p> <p>OVERSIGHT AND SUPERVISION: Oversight and supervision of the Executive Director shall be according to the structure provided in the Guidelines and Operating Procedures of the Board.</p>	<p>A. The Board shall employ a person designated as the Executive Director. The Executive Director shall be hired, supervised and fired by the Board of Directors. In addition, his or her performance shall be annually evaluated by each Local Station Board, which may make recommendations to the Board of Directors.</p> <p>B. The Executive Directors shall be the chief executive officer of the Foundation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Foundation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Foundation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Foundation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.</p>	<p>The Executive Director shall be the chief executive officer of the Foundation and shall, subject to the direction of the Board of Directors, supervise and control the affairs of the Foundation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Foundation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Foundation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.</p> <p>B. Oversight and supervision of the Executive Director shall be according to the structure provided in the Guidelines and Operating Procedures of the Board.</p>	<p>(A) The Board shall employ a person designated as the Executive Director, whose duties shall be as outlined in the Guidelines and Operating Procedures of the Board. Generally, the Executive Director shall serve as the chief executive officer of The Foundation. The Executive Director shall be hired and fired by the board of directors.</p> <p>(B) Oversight and supervision of the Executive Director shall be the duty of the National Committee according to the structure provided in the Guidelines and Operating Procedures of the Board.</p>	
			SECTION 2. PACIFICA OMBUDSPERSON	
			<p>(A) The Board shall employ a person designated as the Pacifica Ombudsperson whose duties shall be as outlined in the Guidelines and Operating Procedures of the Board. Generally, the Pacifica Ombudsperson shall be the public's representative to the Foundation and empowered to respond to significant queries, comments and criticisms regarding the Foundation's policies or radio programming standards and practices.</p> <p>(B) The Office of the Pacifica Ombudsperson shall be completely independent of the Foundation staff and management and shall report directly to the Board of Directors. The Ombudsperson shall prepare and present an annual report to the Board which shall also be made public.</p>	

ARTICLE ELEVEN - GENERAL PROVISIONS

A - WPFW Committee	B - KPFA Committee	C - KPFK Fertig	D - KPFK Committee	E - KPFT Committee
SECTION 1. RESIGNATION	SECTION 1. RESIGNATION	SECTION 1. RESIGNATION	SECTION 1. RESIGNATION	
Any person may resign his or her position by written resignation filed with the Secretary of Pacifica.	Any Director or Officer may resign his or her position by written resignation filed with the Secretary of the Foundation.	[Same as WPFW]	[Same as KPFA]	
SECTION 2. MEMBERSHIP NOT TRANSFERABLE	SECTION 2. MEMBERSHIP NOT TRANSFERABLE	SECTION 2. MEMBERSHIP NOT TRANSFERABLE	SECTION 2. MEMBERSHIP NOT TRANSFERABLE	
Foundation Membership, or membership on the Board of Directors, or any position as an Officer of the Foundation, is not transferable by assignment, inheritance, or by execution, bankruptcy, or other process of law.	[Same as WPFW]	Membership on the Board of Directors, or any position as Officer of Pacifica, is not transferable by assignment, inheritance, or by execution, bankruptcy, or other process of law.	[Same as WPFW]	
SECTION 3. EFFECT OF TERMINATION OF MEMBERSHIP ON BOARD OF DIRECTORS, OR POSITION AS OFFICER OF THE FOUNDATION	SECTION 3. EFFECT OF TERMINATION OF MEMBERSHIP ON BOARD OF DIRECTORS, OR POSITION AS OFFICER OF THE FOUNDATION	SECTION 3. EFFECT OF TERMINATION OF MEMBERSHIP ON BOARD OF DIRECTORS, OR POSITION AS OFFICER OF THE FOUNDATION	SECTION 3. EFFECT OF TERMINATION OF MEMBERSHIP ON BOARD OF DIRECTORS, OR POSITION AS OFFICER OF THE FOUNDATION	
Membership on the Board of Directors, or the holding of any office in the Foundation, shall cease and terminate upon the death of the member, upon his/her withdrawal or removal as provided in these Bylaws, upon the termination of his/her Foundation Membership, or office-holding position, and, thereafter, neither the heirs not personal representative of the deceased members, withdrawing or terminated members, or office-s, shall have any claim whatsoever upon the assets of the Foundation, or any claim whatsoever arising out of said membership or the holding of said membership or the holding of any office in the Foundation. No member of the Board of Directors, or officer of the Foundation, either while such a member or officer, or upon termination of membership or office, for any reason whatsoever, shall be entitled to the return of any monies theretofore paid by her/him or advanced to the Foundation as a contribution to the Foundation, or any station owned and operated by the Foundation.	[Same as WPFW]	Membership on the Board of Directors, or the holding of any office in Pacifica, shall cease and terminate upon the death of the Director, upon his/her withdrawal as provided in these Bylaws, upon the termination of membership, or office-holding position, upon lapse of eligibility or membership in a class from which the Director was elected (e.g., as a LAB or Staff member), and, thereafter, neither the heirs not personal representative of the deceased members, withdrawing or terminated members, or office-s, shall have any claim whatsoever upon the assets of Pacifica, or any claim whatsoever arising out of said membership or the holding of said membership or the holding of any office in Pacifica. No member of the Board of Directors, or officer of Pacifica, either while such a member or officer, or upon termination of membership or office, for any reason whatsoever, shall be entitled to the return of any monies theretofore paid by her/him or advanced to Pacifica as a contribution to Pacifica, or any station owned and operated by Pacifica.	[Same as WPFW]	
SECTION 4. NON-LIABILITY OF DIRECTORS	SECTION 4. NON-LIABILITY OF DIRECTORS	SECTION 4. NON-LIABILITY OF DIRECTORS	SECTION 4. NON-LIABILITY OF DIRECTORS	

Directors shall not be personally liable for the debts, liabilities, or other obligations of the Foundation, subject to the provisions of the California Corporations Code.	[same as WPFW]	Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.	[Same as WPFW]	
SECTION 5. INDEMNIFICATION BY FOUNDATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS	SECTION 5. INDEMNIFICATION BY FOUNDATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS	SECTION 5. INDEMNIFICATION BY FOUNDATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS	SECTION 5. INDEMNIFICATION BY FOUNDATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS	
To the extent that a person who is, or was, a Director, officer, employee or other agent of the Foundation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the Foundation to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Non-Profit Public Benefit Corporations Law	[Same as WPFW]	[Same as WPFW]	[Same as WPFW]	

ARTICLE TWELVE - CORPORATE RECORDS, REPORTS AND SEAL

A - WPFW Committee	B - KPFA Committee	C - KPFK Fertig	D - KPFK Committee	E - KPFT Committee
	SECTION 1. MAINTENANCE OF CORPORATE RECORDS		SECTION 1. MAINTENANCE OF CORPORATE RECORDS	
[not addressed]	The Foundation shall keep at its principal office in the State of California: A. Minutes of all meetings of the Board of Directors, of committees of the Board having any authority of the Board, and, if held, of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings	[not addressed]	[Same as KPFA]	

	thereof;			
	B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts,		[Same as KPFA]	
	C. A record of its members indicating their names and addresses and the class of membership held by each member and the termination date of any membership;		[Same as KPFA]	
	D. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.		[Same as KPFA]	
	SECTION 2. CORPORATE SEAL		SECTION 2. CORPORATE SEAL	
[not addressed]	The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.	[not addressed]	[Same as KPFA]	
	SECTION 3. DIRECTORS' INSPECTION RIGHTS		SECTION 3. DIRECTORS' INSPECTION RIGHTS	
[not addressed]	Every director, or his or her designated agent, shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Foundation.	[not addressed]	[Same as KPFA]	
	SECTION 4. MEMBERS' INSPECTION RIGHTS		SECTION 4. MEMBERS' INSPECTION RIGHTS	
[not addressed]	Members of the Foundation shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member: A. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested;	[not addressed]	[Same as KPFA]	
	B. To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.		[Same as KPFA]	

	SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS		SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS	
[not addressed]	Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.	[not addressed]	[Same as KPFA]	
	SECTION 6. ANNUAL REPORT	SECTION 6. ANNUAL REPORT	SECTION 6. ANNUAL REPORT	
[not addressed]	<p>A. The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Foundation's fiscal year to all directors of the Foundation and, upon payment of reasonable copying costs, to any Member who requests it in writing, which report shall contain the following information in appropriate detail:</p> <p>(1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;</p> <p>(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;</p> <p>(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;</p> <p>(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;</p> <p>(5) Any information required by Section 7 of this Article.</p>	<p>[Art. 9, Sec 6 of this Draft]</p> <p>Pacifica Foundation and each station and the archives shall maintain for public examination (and post on the Internet) copies of current annual financial and audit reports.</p>	[Same as KPFA, except must also be posted on Pacifica Foundation Website]	
	B. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the foundation that such statements were prepared without audit from the books and records of the Foundation.		[Same as KPFA]	
	SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS		SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS	
[not addressed]	A. The Foundation shall attach as an addendum to the Annual report a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction in which the Foundation or one of its Radio Stations was a party, and in which any Director or officer of the Foundation had a direct or indirect material financial interest.	[not addressed]	[Same as KPFA]	
	B. The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than ONE THOUSAND DOLLARS (\$1,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more		[same as KPFA]	

	than ONE THOUSAND DOLLARS (\$1,000).			
	C. Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ONE THOUSAND DOLLARS (\$1,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the Members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.		[Same as KPFA]	
	D. Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.		[Same as KPFA]	
			SECTION 8. EXEMPT ACTIVITIES	
[not addressed]	[not addressed]	[not addressed]	Notwithstanding any other provision of these bylaws, no member, trustee, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.	
	SECTION 9. NONLIABILITY OF MEMBERS, OFFICERS AND DIRECTORS		SECTION 9. NONLIABILITY OF MEMBERS, OFFICERS AND DIRECTORS	
	The members, officers and directors of this corporation shall not be individually liable for the corporation debts or other liabilities, and private property of such individuals shall be exempt from corporation debts or liabilities.		The members, officers and directors of this corporation shall not be individually liable for the corporation debts or other liabilities, and private property of such individuals shall be exempt from corporation debts or liabilities.	

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ARTICLE THIRTEEN - CONFLICTS OF INTEREST

A - WPFW Committee	B - KPFA Committee	C - KPFK Fertig	D - KPFK Committee	E - KPFT Committee
	SECTION 1. DEFINITIONS			
[not addressed]	<p>A "CONFLICT OF INTEREST" is any circumstance described in Section 2 of this Policy, or such similar circumstances.</p> <p>An "INTERESTED PERSON" is any person serving as a director, officer, delegate, employee, or member of a committee of the Board of Directors of The Foundation.</p> <p>A "FAMILY MEMBER" is a brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of an Interested Person.</p> <p>A "FINANCIAL INTEREST" in an entity is a financial interest of any kind, which, in view of all the circumstances, would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.</p>	[not addressed]	[Wants to include]	
	SECTION 2. CONFLICT OF INTEREST DEFINED			
	<p>A Conflict of Interest exists where the personal interests of an Interested Person are or may be inconsistent with the best interests of The Foundation. The following circumstances shall be deemed to create a Conflict of Interest:</p> <p>A contract or transaction between The Foundation and an Interested Person or Family Member.</p> <p>A contract or transaction between The Foundation and an entity in which an Interested Person or Family Member has a Financial Interest or with which such Person has a relationship, for example as a director, officer, trustee, partner, or guardian.</p> <p>A compensation arrangement between any entity or individual with which The Foundation has a contract or transaction and an Interested Person or Family Member.</p> <p>A compensation arrangement between any entity or individual with which The Foundation has a contract or transaction and an entity in which an Interested Party or Family Member has a Financial Interest or with which person has a relationship, for a example as a director, officer, trustee, or guardian.</p> <p>An Interested Person competing with The Foundation in the rendering of services or in any other contract or transaction with a third party.</p> <p>An Interested Person having a Financial Interest in, or maintaining a relationship with an entity or individual that competes with The</p>			

	<p>Foundation in the Provision of services or in any other contract or transaction.</p> <p>An Interested Person accepting gifts, entertainment or other favors from any individual or entity that (i) does or is seeking to do business with, or is a competitor of, The Foundation or (ii) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from The Foundation, in both cases under circumstances where it might be inferred that such action was intended to influence or might influence the Interested Person in the performance of his or her duties.</p>			
	<p>SECTION 3. DISCLOSURES, FINDINGS AND APPROVAL PROCEDURES</p>			
	<p>A. An Interested Person must disclose orally or in writing all material facts related to an actual or potential Conflict of Interest to directors and/or members of committees considering a proposed contract or transaction to which the Conflict of Interest relates. If a contract or transaction is not being considered by the Board or a committee, the required disclosure must be made to the Chairperson or the Chairperson's designee. Until a Conflict of Interest has been voted upon by the Board of Directors in accordance with this Policy, an Interested Person shall refrain from any action that might affect The Foundation's participation in any contract or transaction affected by a Conflict of Interest.</p> <p>B. After disclosure of the Conflict of Interest and all material facts, and after the Interested Person responds to any questions that the Board may have regarding the Conflict of Interest, the Interested Person shall leave the Board meeting while the Conflict of Interest is discussed and voted upon. An Interested Person may not vote on the contract or transaction to which the Conflict of Interest relates, but may be counted in determining the presence of a quorum for purposes of the vote.</p> <p>C. The Board shall determine by a majority vote of the disinterested directors whether a Conflict of Interest exists and, if so, whether The Foundation shall nonetheless enter into the contract or transaction because it is in The Foundation's best interest. If appropriate, the Chairperson may appoint a disinterested person or committee to investigate alternatives to a proposed contract or transaction. In order to approve the contract or transaction, the Board must in good faith after reasonable investigation make the following determinations:</p> <ul style="list-style-type: none"> (1) that the contract or transaction is for the benefit of the Foundation; and (2) that the contract or transaction is fair and reasonable; and (3) that the Foundation could not obtain a more advantageous arrangement with reasonable effort under the circumstances. 			

	D. The minutes of the Board or committee meeting shall reflect (1) that the Conflict of Interest was disclosed, (2) the Board or committee's decision regarding the Conflict of Interest, including a statement that the Interested Person was not present during the final discussion and vote, and (3) that the Interested Person abstained from voting.			
	SECTION 4. VIOLATIONS OF THE CONFLICTS OF INTEREST PROCEDURES			
	A. If the Board or committee believes that an Interested Person has failed to disclose an actual or potential Conflict of Interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. B. If, after hearing the response of the Interested Person and making any further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or potential Conflict of Interest, it shall take appropriate disciplinary and corrective action, which might include removal of a director from a committee or termination of an employee's employment.			

ARTICLE FOURTEEN - EMERGENCY BYLAWS				
A - WPFW Committee	B - KPFA Committee	C - KPFK Fertig	D - KPFK Committee	E - KPFT Committee
			SECTION 1. WHEN OPERATIVE	
			The emergency bylaws provided herein shall be operative during any emergency in the conduct of the purposes of the corporation resulting from an attack upon the United States or any nuclear, biological or atomic disaster, notwithstanding any different provision in other paragraphs of these bylaws, in the Articles of Incorporation, or in the statutes governing nonprofit corporations. To the extent not inconsistent with the provisions of This Article, the other provisions of the bylaws shall remain in effect during such emergency, and upon its termination these emergency bylaws shall cease to be operative.	

			SECTION 2. EVENT OF EMERGENCY	
			<p>During any such emergency as described in section 1, the following actions shall be taken:</p> <p>(A) A meeting of the Board of Directors may be called by any officer or director of the corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.</p> <p>(B) At any such meeting of the Board of Directors, a quorum shall consist of any ten directors, nine directors and one officer, or any five officers.</p> <p>(C) The board of directors, either before or during such emergency, may provide and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.</p> <p>(D) The board of directors, either before or during such emergency, may, effective in the emergency, change the head office or designate several alternative head offices or regional offices or authorize the officers so to do.</p>	
			SECTION 3. NONLIABILITY	
			No officer, director or employee acting in accordance with these emergency bylaws shall be liable except for willful misconduct.	
			SECTION 4. AMENDMENT OR REPEAL	
			These emergency bylaws shall be subject to repeal or change by further action of the board of directors or by action of the members, but no such repeal or change shall modify the provisions of section 3 as to non-liability with regard to action taken prior to the time of such repeal or change. Any amendment of these emergency bylaws may make any further or different	

			provision that may be practical and necessary for the circumstances of the emergency.	
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ARTICLE FIFTEEN - DISSOLUTION AND PROHIBITION AGAINST SHARING FOUNDATION PROFITS AND ASSETS

A - WPFW Committee	B - KPFA Committee	C - KPFC Fertig	D - KPFC Committee	E - KPFT Committee
	SECTION 1. METHOD		SECTION 1. METHOD	
[Not addressed]	[Same as KPFC Committee.]	[Not addressed.]	The corporation may be dissolved in the following manner: A petition for dissolution signed by ten percent of the members of each station area shall be submitted to the Board of Directors and a postal ballot to dissolve shall be sent to all members and shall require a three-fifths vote of a quorum of members of those valid returned ballots to uphold the petition to dissolve.	
	SECTION 2. DISPOSITION OF ASSETS		SECTION 2. DISPOSITION OF ASSETS	
[Not addressed.]	[Same as KPFC Committee]	[Not addressed]	<i>[This is a necessary section to control where the assets would go. Otherwise, CA law permits them to go to any charity, such as Salvation Army.]</i> Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of the assets in a manner appropriate to Pacifica's mission or to such organization or organizations as shall at the time qualify as devoted to the Pacifica Mission.	
	SECTION 3 "NO BENEFIT SHALL INURE TO ANY MEMBER, DIRECTOR, OFFICER OR EMPLOYEE OF THE CORPORATION":		SECTION 3 "NO BENEFIT SHALL INURE TO ANY MEMBER, DIRECTOR, OFFICER OR EMPLOYEE OF THE CORPORATION":	
[not addressed]	No member, director, officer, employee, or other person connected with the Foundation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Foundation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these	[not addressed]	[Same as KPFA]	

	<p>Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation and bylaws of this corporation and not otherwise.</p>			
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ARTICLE SIXTEEN - PARLIAMENTARY PROCEDURE [PARLIAMENTARY LAW – KPFK Committee]				
A - WPFW Committee	B - KPFA Committee	C - KPFK Fertig	D - KPFK Committee	E - KPFT Committee
<p>As to any matter not herein specified, Robert's Rules of Order (revised edition) shall apply.</p>	<p>Same</p>	<p>Same</p>	<p>When not in conflict with these bylaws, Robert's Rules of Order, Revised, 75th Anniversary Edition, shall establish the rule of procedure at all directors meetings, and the provisions of that publication are incorporated by reference herein as the ruling law for this corporation.</p>	<p>Same</p>

ARTICLE SEVENTEEN - AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS				
A - WPFW Committee	B - KPFA Committee	C - KPFK Fertig	D - KPFK Committee	E - KPFT Committee
<p>SECTION 1. AMENDMENT OF BYLAWS</p>	<p>SECTION 1. AMENDMENT OF BYLAWS</p>	<p>SECTION 1. AMENDMENT OF BYLAWS</p>	<p>SECTION 1. AMENDMENT OF BYLAWS</p>	
	<p>A. POWER TO AMEND</p>		<p>A. PROPOSED AMENDMENTS.</p>	
<p>These By-Laws may be amended, altered or repealed in whole or in part at any meeting of the Board of Directors, provided that the proposed changes have been submitted to each member of the Board of Directors with the notice of the meeting and provided further that the right of waiver of notice of meeting shall not apply.</p>	<p>Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:</p> <p>(1) Subject to the power of members, if any, to change or repeal these Bylaws under</p>	<p>These ByLaws may be amended, altered or repealed in whole or in part at any meeting of the Board of Directors, provided that the proposed changes have been submitted to each member of the Board of Directors with proper and ordinary notice of the meeting and provided further that the right of waiver of notice of meeting shall not apply. In order to be adopted, any proposal must receive the vote of two thirds of all the</p>	<p><i>[This provision for only members to vote on bylaws is one of the most strongly favored sections, because KPFK bylaws subcommittee does not want any opportunity for the Board of Pacifica to ever again be able to change the bylaws without approval of the Members.]</i></p> <p>These By-Laws may be amended, altered or repealed in whole or in part by the members.</p>	

<p>In order to be adopted, any proposal must receive the vote of two-thirds of all the members of the Board of Directors present and voting or voting by signed ballot received before the meeting at which the proposal is voted upon convenes. The Directors voting by mail ballot must attach an exact copy of the proposal being voted upon to their ballots.</p>	<p>Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or</p> <p>(2) By approval of the members, if any, of this corporation.</p>	<p>members of the Board of Directors present and voting; EXCEPTING that the following bylaw constraining alteration of that portion of the Pacifica Articles of Incorporation which reflect the mission of Pacifica cannot be modified except as follows: By an affirmative vote of seventy-five percent (75%) of the then-seated Directors, and ratification, by two-thirds (2/3) vote in each of at least three of the five LABs (or three-fifths (3/5) of all Pacifica LABs if more than five LABs are then properly constituted.)</p>	<p>Amendments may be proposed by [three-fifths/two-thirds (2/3) ?] majority vote of the board of directors or by a petition signed by 100 members. The proposed shall be submitted to the members at least 60 days in advance of the annual election and shall appear on the annual ballot. Announcements of the proposed bylaws changes shall be broadcast by all stations frequently during the notice period prior to the annual election.</p>	
	<p>B. VOTING AND RATIFICATION</p>		<p>B. VOTING AND RATIFICATION</p>	
	<p>In order to be adopted, any proposed bylaws amendment must:</p> <p>(1) receive the vote of two-thirds (2/3) of the Directors present and voting or voting by signed ballot received before the meeting at which the proposal is voted upon convenes, Directors voting by mail ballot must attach an exact copy of the proposal being voted upon to their ballots; and</p> <p>(2) any bylaw proposed by the members, or requiring the approval of the members, or any class of members, must be approved by the affirmative vote of a majority of the votes representing a quorum of the members, or class of members, as applicable, voting by written mail ballot.</p>		<p>In order to be adopted, any proposed bylaws amendment must receive the vote of THREE-FIFTHS members voting, provided that a quorum of members actually votes.</p>	
	<p>SECTION 2. AMENDMENT OF ARTICLES OF INCORPORATION</p>	<p>SECTION 2. AMENDMENT OF ARTICLES OF INCORPORATION</p>	<p>SECTION 1. AMENDMENT OF ARTICLES OF INCORPORATION</p>	
	<p>Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.</p>	<p>The Articles of Incorporation of Pacifica pertaining to the purpose and mission of Pacifica may not be amended or modified, except in the same manner as provided for amending the bylaws in this Article at section 1, above.</p>	<p>Amendments to the Articles of Incorporation may be proposed by two-thirds (2/3) majority vote of the Board of Directors or by a petition signed by 100 members.</p>	
<p>[not addressed]</p>	<p>Any amendment(s) to the Articles of Incorporation proposed by the Board of Directors shall be presented to the Members of the Foundation and must be approved by the affirmative vote of a 2/3rds majority of the votes representing a quorum of the members, or class of members, as applicable, voting by written mail ballot.</p>		<p>Any amendment(s) to the Articles of Incorporation proposed by the Board of Directors shall be presented to the Members of the Foundation by mail ballot and shall require approval by three-fifths (3/5) majority of a quorum of the members.</p>	

