

## **Pacifica Bylaws draft C**

from David Fertig

8-23-02

Pacifica Bylaws draft C (as modified, August 22, 2002) proposed by Dave Fertig, KPFK LAB representative to the Pacifica National Board.

### Introduction:

Here is proposal "C" for Pacifica Bylaws. Below the draft is a summary of points which might distinguish it from other proposed models [this summary is before the draft in this posting]. This version arises from my experiences, discussion, and review of countless documents. It comes from many hours in meetings and discussions concerning Pacifica bylaws, my review of many other bylaws and proposals. It is not intended to represent anyone's position but my own. However, it is intended to be something which might garner broad support and achieve sufficient LAB and iPNB support to enable us to move forward.

I feel the first model bylaws to be employed for an elected and accountable Pacifica governance structure should allow for a free evolution towards the Pacifica mission while maintaining omnidirectional accountability. This means creating a solid basis upon which things may develop in light of what the newly elected representatives learn as things go along, rather than imposing a fully developed system upon the soon-to-be elected board members.

Yet this model is intended to be rather comprehensive. Although elegance in design is beyond my grasp, I try to define a platform which is stable and open, fully accountable, yet which has safety nets as well as strong and responsive leashes which any constituency may readily pull on to prevent abuse.

Why do I feel qualified to propose a set of bylaws? I do have some training and experience in these matters. I have been an attorney since 1987 and have been trained to be an activist/organizer nearly all my 46 years of life. I have participated in drafting numerous bylaws for various nonprofits over the years, I have seen countless attempts at re-structuring of all sorts of groups and organizations. I have been staff and board member, variously, for different organizations, including So. Cal. ADA and Foundation (1979-1981), Legal Aid Foundation of LA (staff only, 1984-86) and Peoples College of Law (1982-1997). I have been a community organizer, a labor organizer, a member of bargaining teams for labor, and for management. I have lived in communes and worked in collectives; I have worked in big bureaucracies and small bars. I have worked with many public access TV organizations doing anything from lighting, directing, hosting, consulting on franchise agreements, organizational structures and, yes, re-writing bylaws.

At Peoples College of Law I participated substantially in bylaw revisions no less than five times. I have seen both great success and abject failure in the organizational pursuit of stability, diversity and political accountability. And I have, hopefully, learned something.

I have also learned some things about Pacifica. Aside from being a listener (off and on) since 1973, a KPFK LAB member since 2000 and a National Board member elected by the KPFK LAB in late 2001, I have studied many books on Pacifica, as well as countless legal documents, all the former bylaws, many historical treatises, the U. of MD. Pacifica Archives, etc. To me,

Pacifica Foundation is just about the most important vehicle of communication I know of in the world. That is why I have, for better or worse, devoted the past two years of my life to this struggle. So I may be a newcomer to some, but I am devoted.

Some basic structural features of this version: In this "C" model, local and national board members can be recalled by the listeners who elected them (in L.A., it would take approximately 600 signatures to call a recall election of a LAB or a local PNB member), and board members can be removed by their respective boards with a 2/3 vote, and with due process. Since PNB members are elected by and from LABs, LABs can remove their PNB members in this manner.

Thus the experimentation can proceed to allow Pacifica to evolve with a strong national organization and direct, locally elected management oversight, but nobody can go too hog wild without being held accountable. And despite the short leashes, nobody's hands are tied, so that the newly elected board members can develop new approaches for this wholly new era for Pacifica.

Numbers? twenty-two (22) National Board members, comprised of 15 LAB members (3 from each LAB) 6 staffers (1 from each station, 1 from combined Archives & National staff) and 1 Affiliate representative, all subject to recall by those who elected them.

There would be five Station Committees of the PNB, comprised initially of the 3 LAB PNB members and the 1 station staff PNB member from each station, and it may include more members. But that determination, and the scope of the Station Committee's authority, is reserved to the discretion of an accountable and elected Pacifica National Board.

This creates the first-ever PNB derived primarily from a voting subscriber base; the first-ever (outside of the KPFA signal area) elected Pacifica LABs, and it preserves local influence upon, and voter-recall power over, LAB members, including those who are elected by the LAB to the PNB. Consequently, each sponsor-voter is a "Member" of the corporation under the California Corporations Code.

Requiring LAB electees to the PNB to have been on the LAB, even briefly, is based upon my observations and experience over the past few decades in organizations variously as a staff person and board member: "Talk is cheap; practice is proof."

This model seeks to ensure that those elected from the LABs to the PNB will have demonstrated their commitment, their policies, and their competency, and their ability to work with others cooperatively by having worked on the local advisory boards for at least that period of time between the LAB elections and election of PNB members. Of course, the staff and affiliate representatives will have a different, but no less credible and tested, provenance.

I do not intend this to be the only way, or the best way, it's just what I think may be a good start. I append at bottom a list of some more notable features of this draft.

-Dave Fertig  
Altadena, California  
August 22, 2002

---

**Summary of Pacifica Bylaws draft C (as modified, August 22, 2002)  
proposed by Dave Fertig, KPFK LAB representative to the Pacifica National Board.**

Here are the basic features of this preliminary proposed model. Note that each of these provisions can thereafter be changed by a two-thirds majority of the resulting Pacifica National Board:

1. Fifteen National Board members elected by and from LABs, three from each LAB, which three become (with a staff rep. and possibly others) comprise a Station Committee with oversight for their respective Station;
2. Six National Board Members elected by staff: one elected from each station and onto the Station Committee), and one elected from the combined staff of the Pacifica Archives and National Office;
3. One National Board member elected by Pacifica Affiliates, in a manner designed by them;
4. All board members have three-year terms, with the first round of LAB-elected board members being elected in staggered lengths; all officers serve one-year terms;
5. A stated goal that all boards (LABs and PNB) be composed of at least one-half women and one-half people not of European-American descent;
6. Any National Board member who misses three consecutive 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;
7. National Board Quorum is at least 50% of all qualified members;
8. There are no limits upon the development of programming councils, except as required by applicable state or federal laws or regulations;
9. Retention of up to sixteen current LAB members, thereby "grandfathered" into twenty-four member-max locally elected LABs, 3-year terms, next election in one year, these must be staggered in some fashion to be determined.
10. LABs and station staff may immediately recall their particular National Board members with 2/3 majority vote; Affiliates must create a manner of recall as well;
11. LAB quorums are at least 50% qualified members;
12. A PNB or LAB member who misses three consecutive meetings (unless the absence is excused by a majority vote of the PNB or LAB during the meeting missed) is automatically removed from the PNB or LAB;
13. All voters must be sponsors who designate affiliation with one particular Pacifica station.
14. Sponsors are:

- a) Any individual who has paid a minimum sponsorship of \$25 within past year; or,
- b) Volunteers who've volunteered 10 hours+ of work to their designated station within past year; or,
- c) Current employees of Pacifica (reference to Pacifica herein includes Pacifica and all Pacifica-owned radio stations, departments, and offices.)

15. 15. Voters may recall LAB members in their signal area as follows:

- a) 5% of signal area voters sign a petition for recall, to warrant recall vote; and,
- c) Recall vote must garner voter participation of at least 15% of all valid signal area voters; and,
- d) 60% vote in favor in order to recall LAB member(s).

16. All non-executive meetings of National Board and Local Advisory Boards require 10 days minimum notice to each board member via phone, email or fax; and publicly on air & via Internet.

17. 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:

- a) 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.
- b) 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 proceedings accessible to the public.

18. 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.

19. Closed Meetings "Nothing in this provision shall be construed to prevent the National 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 a written statement containing an explanation of the reasons for closing the meeting." (from CPB, essentially)

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

21. Financial Reports: 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.
22. No LAB or national board member, except for those elected as representatives of Pacifica Affiliates, may hold said board membership unless he or she is a qualified sponsor-voter of a Pacifica Radio Station.
23. No LAB or national board member, nor his or her immediate family, (except for paid Pacifica staff), may profit or gain any material consideration for his or her work performed for Pacifica.
24. The Pacifica By-laws can only be modified changed by a properly noticed and publicly-held vote in which two-thirds of those Pacifica National Board present vote in favor of said modification.
25. The Articles of Pacifica Foundation pertaining to the purpose and mission of Pacifica may not be amended or modified except by a very high threshold .

---

# **PACIFICA FOUNDATION BY-LAWS WORKING DRAFT THREE (C)**

August 22, 2002

## **ARTICLE ONE IDENTITY AND PURPOSE**

SECTION 1 "NAME": The name of this corporation shall be PACIFICA FOUNDATION, and it shall be referred to in these ByLaws as "Pacifica".

SECTION 2 "PURPOSE": The purpose of Pacifica shall be as stated in the Articles of Incorporation, Article II, reiterated here:

- (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 Pacifica.
- (b) To establish and operate for educational purposes, in such manner that the facilities involved shall be as nearly selfsustaining 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.
- (c) (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 groups and music students; and to promote and aid other creative activities which will serve the cultural welfare of the community.

(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.

(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.

## **ARTICLE TWO OFFICES OF PACIFICA**

SECTION 1 "PRINCIPAL OFFICE": The principal office and place of business of Pacifica shall be located in the County of Alameda, State of California, or at such other place as the Board of Directors may designate.

SECTION 2 "OTHER OFFICES": Pacifica 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.

## **ARTICLE THREE MEMBERS OF PACIFICA**

SECTION 1 "DEFINED": There shall be only one class of Members. Any qualified voting station sponsor is a Member of Pacifica.

A 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 10 hours+ of work to their designated station within the past year; or,
- c. Current employees of Pacifica; and,
- d. 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.

SECTION 2 "RIGHTS": Voting rights: 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.

## **ARTICLE FOUR BOARD OF DIRECTORS OF PACIFICA**

### **SECTION 1 FOUNDATION BOARD OF DIRECTORS MEMBERSHIP, ELIGIBILITY, NUMBER, POWERS AND DUTIES:**

Defined: Members of Pacifica Board of Directors shall be individuals who have been elected to the Board of Directors, as hereinafter provided, and are serving as such.

Eligibility: Any Member of Pacifica is eligible to be a director of Pacifica.

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;
- b. Six (6) members elected by staff: one (1) elected from each station, and one (1) elected from the combined staff of the Pacifica Archives and National Office;
- c. One (1) member elected by Pacifica Affiliates, in a manner designed by them.
- d. 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.

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;

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 fund-raising and development, programming, technical and technological development and compliance with federal and other broadcast rules and regulations.

Duties: The ongoing duties of the Board involve: compliance with the purposes found in Pacifica'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.

SECTION 2 "ELECTION OF DIRECTORS": 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.

SECTION 3 "LIMITATION OF 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.

SECTION 4 "REMOVAL OF A DIRECTOR":

By the Electing Body: 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. 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.

By the Board of Directors: 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.

## **ARTICLE FIVE MEETINGS OF THE BOARD OF DIRECTORS**

SECTION 1 "TIME AND PLACE OF MEETINGS": 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.

SECTION 2 "SPECIAL MEETINGS": 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.

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.

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.

### SECTION 3 "NOTICE":

- 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.
- 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.
- 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 proceedings accessible to the public.
- 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.

SECTION 4 "QUORUM": A quorum at any meeting of the Board of Directors shall consist of at least onehalf 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 at the time.

SECTION 5 "ATTENDANCE": 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.

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.

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.

SECTION 8: ACCESSIBILITY: 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.

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 SIX OFFICERS OF PACIFICA**

SECTION 1 DESIGNATION OF OFFICERS: The officers of Pacifica Foundation shall be a Chair of the Board of Directors, a ViceChair, a Secretary, and a Treasurer.

### SECTION 2 ELECTION AND REMOVAL OF OFFICERS:

Election of Officers: The officers of Pacifica shall be elected annually to one-year terms by the Board of Directors, and shall 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.

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 proper notice of said meeting, and provided further that said officer shall have a reasonable opportunity at said meeting to protest his/her removal.

## **ARTICLE SEVEN EXECUTIVE DIRECTOR**

SECTION 1 "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 Pacifica.

SECTION 2 "OVERSIGHT AND SUPERVISION OF THE EXECUTIVE DIRECTOR": Oversight and supervision of the Executive Director shall be according to the structure provided in the Guidelines and Operating Procedures of the Board.

## **ARTICLE EIGHT COMMITTEES OF THE BOARD**

There is no Executive Committee unless these Bylaws are properly amended by the next PNB to create one.

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.

There are Seven Standing Area Committees: One Station Committee (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.)

Standing and AdHoc 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 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.

Other Committees: 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.

## **ARTICLE NINE GENERAL PROVISIONS**

SECTION 1 "RESIGNATION": Any person may resign his or her position by written resignation filed with the Secretary of Pacifica.

SECTION 2 "MEMBERSHIP NOT TRANSFERABLE": 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.

SECTION 3 "EFFECT OF TERMINATION OF MEMBERSHIP ON BOARD OF DIRECTORS, OR POSITION AS OFFICER OF PACIFICA": 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 officeholding 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 nor personal representative of the deceased members, withdrawing or terminated members, or officeholders, 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.

SECTION 4 "NONLIABILITY OF DIRECTORS": Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 5 "INDEMNIFICATION BY CORPORATION 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 this corporation 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 this corporation to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California NonProfit Public Benefit Corporation Law.

SECTION 6: FINANCIAL REPORTS: 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.

SECTION 7: NO PECUNIARY GAIN: 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.

## **ARTICLE TEN LOCAL ADVISORY BOARDS**

SECTION 1 "LOCAL STATION ADVISORY BOARDS": There shall be one Local Advisory Board in each Foundation radio station signal area.

SECTION 2 "COMPOSITION": Each Local Advisory Board (LAB) shall be comprised of not more than twenty-four (24) nor less than sixteen (16) persons nominated from and elected by qualified voting Members within the particular area signal area. Each LAB shall include between two to 8 voting seats for staff (minimum 1 paid and 1 unpaid staff member, up to 2 paid and 6 unpaid--all with voting rights) in a number and manner to be determined locally by said LAB. The applicable signal area radio station General Manager shall automatically hold a non-voting seat, ex officio.

SECTION 3 "LAB FUNCTIONS": 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.

Needs Assessments: Each Local Advisory Board shall conduct local community needs assessments, relative to station program goals, station services and significant policy decisions.

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.

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.

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.

SECTION 4 "TERMS": 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.

SECTION 5 "REMOVAL OF A LAB MEMBER":

By the Electing Body: Voters may recall LAB members in their signal area as follows:

- a. 5% of signal area voting Members sign a petition for recall, to warrant recall vote; and,
- b. Recall vote must have voter participation of at least 15% of all valid signal area voters; and,
- c. 66% vote in favor of removal in order to recall LAB member(s).

By the Local Advisory Board: Any LAB member may be removed by the LAB at a properly called and noticed regular or special meeting by a two-thirds vote of all of the members of the LAB, provided that the grounds for such removal are submitted with the notice of said meeting and, provided further, that the said LAB member facing recall shall have a reasonable opportunity at said meeting to object to and argue against his/her recall.

SECTION 5 "ELECTIONS": 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 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:

- a. A form of proportional voting and representation;
- b. A mechanism to achieve the diversity goals of Article Four, Section 1(d), above;
- c. A mechanism to prevent voter fraud.

SECTION 6 "MEETINGS":

Frequency: Each Local Advisory Board shall meet as often as required to accomplish its assigned functions, and no less than quarterly.

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.

Quorum: 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 present in the meeting room to vote, although general participation by electronic means such as teleconferencing is allowable for purposes of discussion.

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.

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.

SECTION 7 "OFFICERS": 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.

## **ARTICLE ELEVEN AMENDMENT OF BYLAWS**

SECTION 1: 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 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.)

SECTION 2: The Articles of Incorporation of Pacifica pertaining to the purpose and mission of Pacifica may not be amended or modified, except as provided above.

## **ARTICLE TWELVE PARLIAMENTARY PROCEDURE**

As to any matter not herein specified, Robert's Rules of Order (revised edition) shall apply.