

**Pacifica Bylaws working draft A:**

from Rob Robinson

7-25-02

This approach provides for direct election of two members of the National Board of Directors from each station area by the listener/contributor/volunteer members from that station area, and for election of up to 5 "at large" directors by the National Board of Directors.

The National Board of Directors has oversight responsibility for all national and local station operations and management, acting through an Executive Director to be hired and supervised by the Board of Directors.

Local Advisory Boards of up to 35 members are elected by the station area listener/contributor/volunteer members. There are no staff seats on the Local Advisory Boards or the Board of Directors. The Local Advisory Boards conduct community needs assessments and assessments of station programming and policy goals with regard to mission fulfillment, and advise the station manager.

The Local Advisory Boards participate in the interview process for station general managers and provide a list of qualified candidates to the Executive Director. There is no overlapping membership between the Board of Directors and the Local Advisory Boards.

---

## **PACIFICA FOUNDATION BY-LAWS**

### **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 By-Laws as "The Foundation".

SECTION 2 "PURPOSE": 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.

SECTION 3 "COLLABORATION": 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.

**ARTICLE TWO  
OFFICES OF THE FOUNDATION**

SECTION 1 "PRINCIPAL 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.

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.

**ARTICLE THREE  
MEMBERS OF THE FOUNDATION**

SECTION 1 "DEFINED": There shall be only one class of members. Any member of a station signal area is a member of The Foundation.

SECTION 2 "CRITERIA": Any person who has made a financial or volunteer service contribution to The Foundation, or any of its affiliates<sup>1</sup>, within the past 13 months is a member.

<sup>1</sup>Too broad: universe of affiliate contributors and volunteers will exceed that of Pacifica and its five member stations.

SECTION 3 "RIGHTS": 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. Other rights:

**ARTICLE FOUR  
BOARD OF DIRECTORS OF THE FOUNDATION**

SECTION 1 "FOUNDATION BOARD OF DIRECTORS - MEMBERSHIP ELIBILITY, NUMBER, POWERS AND DUTIES":

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.

Eligibility: Any member of the Foundation who is not an officer<sup>2</sup>, agent, or employee of the Foundation is eligible to be a director of the Foundation.

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. 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, 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 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.

SECTION 2 "ELECTION OF 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.

2Officers of the Foundation - say a Chief Financial Officer - as opposed to an Officer of the 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": 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. 3Still considering efficacy of providing for removals without cause.

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

SECTION 1 "TIME AND PLACE OF MEETINGS": 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.

SECTION 2 "SPECIAL MEETINGS": 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.

SECTION 3 "NOTICE": 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.

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.

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.

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.

## **ARTICLE SIX OFFICERS OF THE FOUNDATION**

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.

SECTION 2 ELECTION AND REMOVAL OF OFFICERS: Election of Officers: The officers of The Foundation shall be elected bi- annually in even numbered years by the Board of Directors, and shall serve for a term of two years, or until the election of their successors. 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.

## **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 The Foundation.

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<sup>4</sup>**

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 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.

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.

4The WPFW Bylaws Revision Subcommittee determined not to provide for a Board Executive Committee.

## **ARTICLE NINE GENERAL PROVISIONS**

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

SECTION 2 "MEMBERSHIP NOT TRANSFERABLE": Membership on the Board of Directors, or any position as Officer of the Foundation, 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 EXECUTIVE COMMITTEE, 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 as provided in these Bylaws, upon the termination of membership, or office-holding position, and, thereafter, neither the heirs nor personal representative of the deceased members, withdrawing or terminated members, or office-holders, 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.

SECTION 4 "NON-LIABILITY 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 Non-Profit Public Benefit Corporation Law.

## **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 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.

**SECTION 3 "LAB FUNCTIONS":** LABs shall develop written operating Guidelines and Procedures, similar to those of the Board, in conformity with the Foundation 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 the Foundation 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 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.

**SECTION 4 "TERMS":** Local Advisory Board members may serve a maximum of two consecutive three-year terms.

**SECTION 5 "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 for the Board and Local Advisory Board are clearly differentiated.

**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 one third of the members. Members may be physically present in the meeting room or may participate by electronic means such as teleconference.

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 elected by the Local Advisory Board members, and shall serve for a term of one year.

## **ARTICLE ELEVEN AMENDMENT OF BY-LAWS**

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. 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.

## **ARTICLE TWELVE PARLIAMENTARY PROCEDURE**

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

###