

This document will be presented in hard copy to the iPNB members prior to this weekend's Houston meeting, although it may not appear on mounted website grid version. It is currently being broken down and reformatted within the current grid of bylaw proposals. With Margolo's gracious permission and at her request, it will replace her Draft #4 in the grid on paper copies handed to the iPNB.

Pacifica Bylaws Revision the KPFK Draft, aka Draft 4,

THE UNITY PROPOSAL

FORGED AT THE L.A. AREA BYLAWS CONVENTION ON SEPTEMBER 7 & 8, 2002,
SPONSORED BY THE KPFK BYLAWS SUBCOMMITTEE, PACIFICA
ACCOUNTABILITY COMMITTEE, AND MEMBERS OF THE FREE PACIFICA
NEIGHBORHOOD NETWORKS AND THE KPFK LOCAL ADVISORY BOARD PACIFICA
FOUNDATION

BY-LAWS DRAFT THE KPFK UNITY PROPOSAL

ARTICLE ONE IDENTITY AND PURPOSE

SECTION 1 "NAME": The name of this corporation is PACIFICA FOUNDATION, and it shall be referred to in these By-Laws as "The Foundation".

SECTION 2 "PURPOSE": The purpose of The Foundation is as stated in Article II of the Articles of Incorporation.

SECTION 3 "COLLABORATIVE RELATIONS":

(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 IMPLEMENTED 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.

(B) EACH STATION SHALL BROADCAST A MONTHLY 2-HOUR PROGRAM TO DISCUSS PACIFICA GOVERNANCE MATTERS.

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.

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”: 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 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.

[The KPFK bylaws subcommittee voted not to have staff as a class of members but not to prevent staff from becoming members. Here is a 'minority report' regarding this issue.]

(B) 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.

(D) 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.

SECTION 2 “RIGHTS”:

(A) Election of Directors. (1) The Members for each station area shall have the right to elect SIX (6) Directors FROM THEIR STATION AREA, who shall sit on the NATIONAL Board of Directors. [KPFK bylaws subcommittee strongly believes that Directors should be elected by Members, not by Station Board directors.]

[KPFK bylaws subcommittee strongly believes that staff positions on the NATIONAL board are an inherent conflict of interest and should not be permitted, therefore we have limited the number of staff directors, which are appointed.]

(B) Amendment of Bylaws. Any amendment of the Foundation bylaws, shall require the vote of approval of the members, in order to be effective, AS SPECIFIED IN ARTICLE FOURTEEN.

(C) Amendment of Articles of Incorporation. Any amendment to the Foundation Articles of Incorporation shall require a vote of approval of the Members.

(D) The Members of a radio station area shall have the right to recall any Director elected by them.

(E) 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.

(F) MEMBERS SHALL HAVE THE RIGHT TO ADD AGENDA ITEMS TO THE LOCAL STATION BOARD MEETINGS FOR DISCUSSION AT THE FOLLOWING MEETING EITHER BY THE WRITTEN REQUEST OF TWELVE (12) MEMBERS IN ATTENDANCE AT A MEETING OR BY TWENTY MEMBERS' SIGNATURES ON A PETITION.

(G) MEMBERS SHALL HAVE THE RIGHT TO HAVE LOCAL STATION BOARD MEETINGS RECORDED AND AVAILABLE TO THE MEMBERS FROM THE PACIFICA ARCHIVES AND SHALL BE ARCHIVED ON THE STATION WEB SITE.

(H) MEMBERS SHALL HAVE THE RIGHT TO A MONTHLY BROADCAST REPORT TO LISTENERS BY THE LOCAL PROGRAM COUNCIL.

(I) MEMBERS SHALL HAVE THE RIGHT TO FUNDRAISING REPORTS, INCLUDING THE TOTAL RAISED BY THE EVENT, COSTS AND NET PROCEEDS TO BE AVAILABLE ON THE STATION WEBSITE IN A TIMELY MANNER.

(J) MEMBERS SHALL HAVE THE RIGHT TO HAVE THE STATION BUDGET, INCLUDING SALARIES (TO THE EXTENT PERMITTED BY LAW), MADE AVAILABLE ON THE STATION WEB SITE IN A TIMELY MANNER.

(K) MEMBERS SHALL HAVE THE RIGHT TO HAVE A REGULAR MONTHLY LOCAL PROGRAM OF UNSCREENED CALL-INS ON: (1) PROGRAMMING ISSUES; AND (2) ANY OTHER TOPIC THE CALLER WISHES TO DISCUSS.

(L) EACH PACIFICA STATION SHALL HOLD MONTHLY COMMUNITY TOWN HALL MEETINGS DESIGNED TO GATHER COMMUNITY INPUT ON STATION MATTERS, TO CRITIQUE CURRENT AND PROPOSED PROGRAMMING, AND TO CREATE OPPORTUNITIES FOR LISTENERS TO BECOME MORE INTEGRATED POLITICALLY, SOCIALLY, AND CULTURALLY. SUCH MEETINGS SHALL BE HELD THROUGHOUT THE LISTENING AREA, ESPECIALLY IN POOR COMMUNITIES AND COMMUNITIES OF COLOR, AND WILL BE BROADCAST LIVE AND IN THEIR ENTIRETY OVER EACH LOCAL STATION'S SIGNAL.

SECTION 3 "QUORUM": A quorum of the Members shall be 10% of those entitled to vote as of the applicable date of record.

SECTION 4 "RECORD DATE": 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.

SECTION 5 "PROXIES": 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.

ARTICLE FOUR DIVERSITY GOALS

SECTION 1 "DIVERSITY GOALS": 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.

SECTION 2 "ELECTIONS": Every elected body in the Foundation [including its stations] is subject to diversity goals. 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 ($\frac{1}{2}$) 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 have been elected with the next highest minority or woman with the minimum required number of votes who will fulfill the diversity goals.

ARTICLE FIVE DIRECTORS OF THE FOUNDATION

SECTION 1 “FOUNDATION BOARD OF DIRECTORS - MEMBERSHIP ELIGIBILITY, NUMBER, POWERS AND DUTIES”:

(A) Defined: The Directors of the Foundation shall be Members of the Foundation who have been elected to the NATIONAL BOARD FROM AMONG THE LOCAL STATION BOARD, by the Members of the local station areas.

(B) Eligibility: Any Member of the LOCAL STATION BOARD WHO HAS BEEN A MEMBER OF SAID BOARD FOR ONE YEAR [to provide experience before going to the national board] 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. No staff person shall serve as a National Director. Staff is defined as paid and unpaid personnel who perform the regular, daily functions in the radio stations; employees of the National Finance Office, the National Archives, the Pacifica National offices; independent producers for Pacifica; and on-air hosts with regularly scheduled programs.

(C) Number: The Pacifica Foundation shall have THIRTY (30) Directors.

(D) Ex Officio Directors: The Foundation Executive Director, the Director of the Pacifica Foundation Archives, 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.

(E) Power and Authority: 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 conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

(F) Duties: The ongoing duties of the National 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.

(G) COMMITTEES OF THE NATIONAL BOARD: THE NATIONAL BOARD SHALL HAVE TWO (2) STANDING COMMITTEES: 1) A NATIONAL ADMINISTRATIVE COMMITTEE ; AND 2) A NATIONAL PROGRAMMING COMMITTEE. THE COMPOSITION OF THE TWO STANDING COMMITTEES IS DETERMINED BY THE NATIONAL BOARD.

(1) NATIONAL ADMINISTRATIVE COMMITTEE:

i. DUTIES AND POWERS. THE DUTIES AND POWERS OF THE NAC SHALL BE:

1. TO ADVISE ON COMPLIANCE WITH THE PURPOSES OF THE FOUNDATION AS SET FORTH IN THE ARTICLES OF INCORPORATION;
2. TO ADVISE ON COMPLIANCE WITH CORPORATE RESPONSIBILITIES AND STATE AND FEDERAL LAW;
3. ENSURE REGULAR COMMUNICATION WITH THE MEMBERS
4. TO ADVISE ON THE APPOINTMENT, SUPERVISION AND REMOVAL, EMPLOYMENT AND DISCHARGE, AND EXCEPT AS OTHERWISE PROVIDED IN THESE BYLAWS, ADVISE ON THE DUTIES AND THE COMPENSATION OF THE EXECUTIVE DIRECTOR OF THE FOUNDATION;
5. GENERALLY SUPERVISE THE MANAGEMENT AND OPERATIONS OF FOUNDATION PERSONNEL TO ASSURE THAT THEIR DUTIES ARE PERFORMED PROPERLY;
6. 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 ADMINISTRATIVE COMMITTEE;

7. ADVISE ON THE EXECUTION OF FOUNDATION BUSINESS DECISIONS CONCERNING NATIONAL INITIATIVES, AS REQUIRED BY THE EXERCISE OF BOARD POWERS AND AUTHORITY, AS ABOVE.

8. 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 THIS COMMITTEE BY THE LOCAL STATION BOARDS, AS WELL AS BUDGETS FOR ALL NATIONAL PROGRAMS AND DEPARTMENTS, IN JUNE OF EACH YEAR. THE NAC, 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 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.]

9. 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 BOARD OF DIRECTORS.

ii. MEETINGS. ALL NAC MEETINGS SHALL BE OPEN TO THE PUBLIC EXCEPT AS PROSCRIBED BY LAW. THE EXECUTIVE DIRECTOR, THE CHIEF FINANCIAL OFFICER, AND THE RECORDING SECRETARY SHALL ALSO BE PRESENT AT NAC MEETINGS AS NON-VOTING PARTICIPANTS.

(2) NATIONAL PROGRAMMING COMMITTEE:

i. DUTIES AND POWERS. THE DUTIES AND POWERS OF THE NPC SHALL BE:

1. ADVISE ON NATIONAL PROGRAM POLICY TO INCLUDE DIVERSITY GOALS.

2. REVIEW CURRENT NATIONAL PROGRAMMING AND PREVIEW PROSPECTIVE NATIONAL PROGRAMMING ON A QUARTERLY BASIS AND MAKE RECOMMENDATIONS TO THE NATIONAL BOARD.

3. MONITOR LOCAL AND NATIONAL COMPLIANCE WITH THE PACIFICA MISSION.

4. LONG-TERM PLANNING, SUCH AS: WEBCASTS, LOW-POWER STATIONS, TECHNICAL INNOVATIONS, AND BE RESPONSIBLE FOR TECHNICAL AND TECHNOLOGICAL DEVELOPMENT AND COMPLIANCE WITH FEDERAL AND OTHER BROADCAST RULES AND REGULATIONS.

ii. MEETINGS. ALL NPC MEETINGS SHALL BE OPEN TO THE PUBLIC EXCEPT AS PROSCRIBED BY LAW. THE NATIONAL PROGRAM DIRECTOR SHALL ALSO BE PRESENT AT NPC MEETINGS AS A NON-VOTING PARTICIPANT.

iii. REMEDIES.

1. IN THE EVENT THAT THE NPC FINDS THAT A LOCAL PROGRAMMING POLICY IS NOT IN COMPLIANCE WITH THE PACIFICA MISSION, THE NPC SHALL RECOMMEND TO THE PNB THAT IT OVERRIDE THAT LOCAL POLICY. THE PNB, WITH A TWO-THIRDS (2/3) SUPER-MAJORITY MAY OVERRIDE THAT NON-COMPLIANCE POLICY.

(H) QUORUM: A QUORUM AT ANY MEETING OF THE NATIONAL BOARD SHALL CONSIST OF 55% 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.. SECTION 2 “TERMS”:

(A) 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. [1]

(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-year term.

SECTION 3 “NOMINATION OF DIRECTORS”: Nominations for the office of Director shall open on September 1st of each year and close on November 1st. 2 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. 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.

(A) Any eligible LOCAL STATION BOARD DIRECTOR may be nominated OR SELF-NOMINATED for the office of NATIONAL Director.

SECTION 4 "ELECTION OF DIRECTORS":

(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 TWO (2) vote-getters shall be elected each year, subject to the diversity criteria. 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.

SECTION 5 "SEATING OF DIRECTORS": The Directors shall be seated at their first meeting of the National Board.

SECTION 6 "REMOVAL AND RECALL OF A DIRECTOR":

(A) 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.

(B) Upon the petition of ONE PERCENT (1%) 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. AFTER THE PETITION HAS THE REQUIRED NUMBER OF 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.

(C) IF A LOCAL STATION BOARD DIRECTOR HAS BEEN RECALLED, THAT PERSON SHALL NO LONGER BE ELIGIBLE TO SIT ON THE FOUNDATION BOARD OF DIRECTORS.

(D) Any Director may be removed automatically for absences as set forth in Article Six.

SECTION 7 "VACANCY": 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.

SECTION 8 “COMPENSATION”: 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.

SECTION 9 “RESTRICTION REGARDING INTERESTED DIRECTORS”:

(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.

(B) For purposes of this Section, “interested persons” means either:

(1) Any person currently being compensated by the Foundation for 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, brother-in- law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 10 “CONFLICT OF INTEREST POLICY”:

[WBAI DRAFT OR OTHER WORDING]

ARTICLE SIX LOCAL STATION BOARDS

[THIS IS A NEW ARTICLE TO PERMIT ELECTIONS OF A SMALLER NUMBER OF NATIONAL DIRECTORS]

SECTION 1 “LOCAL STATION BOARD - MEMBERSHIP ELIGIBILITY, NUMBER, POWERS AND DUTIES”:

(A) Defined: The LOCAL STATION BOARD shall be Members of the Foundation and members of the local station area on which station board they sit.

(B) Eligibility: Any Member of the Pacifica Foundation who has been a member for one year [to prevent outside interference] is eligible to be elected to the Station Board 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 Local Station Board. A Station Board director must immediately resign if s/he becomes a political candidate or receives a political appointment

during his or her term. This restriction shall not apply to civil service employment by governmental agencies.

(C) Number: The Local Station Boards shall have twenty-seven (27) members, one of whom shall be an appointed staff member.

(D) Staff Representative: The staff member on the Local Station Boards shall be a union representative chosen by the staff, who may not be a regular on-air host. The staff representative may vote on all matters before the Board except:

- i. Personnel matters that are not covered by the union contract
- ii. Hiring and firing of station management
- iii. Program Council matters

(E) Officers of the Station Board: 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.

(F) Duties. The ongoing duties of the Local Station Boards are to:

- i. Work with Foundation Executive Director to hire and fire THE station general manager, BOTH OF which shall require approval of the Local Station Board and the Executive Director.
- ii. Within the portion of the national budget assigned to the local station, HAVE authority to create a local station budget.

(G) Committees of the Station Board: Each station board shall have two (2) standing committees:

1) a Station Administrative Committee; and 2) a Local Programming Committee. Each member of the Station Board shall serve on one of these two committees as the board determines.

b. Station Administrative Committee. The SAC shall:

- i. Advise the Foundation Executive Director on the hiring and firing of THE station general manager, BOTH OF which shall require approval of the Local Station Board and the Executive Director.
- ii. Within the portion of the national budget assigned to the local station, HAVE authority to create a local station budget to submit for Station Board approval.

c. Local Programming Committee.

i. Composition. The LPC shall be comprised of at least three (3) Station Board directors and a majority of elected members who are not seated Station Board directors and shall fulfill the diversity goals established by the National Board.

1. The non-Station Board directors of the LPC shall be elected yearly, for a term of one year, using the same ballot as that used for the Station Board election. These candidates shall be listed under the heading “Non-Station Board - Local Programming Council Only”.

2. Non-Station Board directors of the LPC shall have full voting rights on the LPC, but are not to be considered members of the Station Board, nor are they to vote on any matter before the Station Board, including votes on proposals presented to the Station Board by the LPC for consideration.

ii. Duties and Powers. The duties and powers of the LPC shall be:

1. Establish and oversee local program policy in concert with the Station Board consistent with national programming policy to include diversity goals.

2. Review current local programming and preview prospective local programming on a quarterly basis and make recommendations to the Station Board and provide their findings to station management.

3. Perform community needs assessment on a quarterly basis and provide their findings to station management to include monitoring diversity goals.

4. Monitor local compliance with the Pacifica mission.

iii. Meetings. All LPC meetings shall be open to the public except as proscribed by law.

iv. Remedies.

1. If the station management does not concur or comply with the LPC programming recommendations, the station management shall provide a written report to the LPC with a full explanation.

2. In the event that station management does not comply or concur with LPC recommendations, the LPC shall have the right to override station management programming decisions by a super-majority (75%) vote.

3. The LPC shall recommend the hiring and firing of the Program Director.

(H) Quorum: A quorum at any meeting of a Station Board shall consist of 55% of the duly elected Station Board 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.

SECTION 2 “TERMS”:

(A) The term of a Station Board director shall be three (3) years.

SECTION 3 “NOMINATIONS FOR STATION BOARD”: Nominations for the Station Board shall open on September 1st of each year and close on November 1st. 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. The candidate shall 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 web site, 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 broadcast frequently at reasonable times within the period between the close of nominations and the counting of the ballots.

SECTION 4 “ELECTION OF STATION BOARD”:

(A) Each Station Board shall be elected by the Listener-Sponsor members of each radio station area by mail ballot. Each member shall have one vote. The top nine (9) vote getters shall be elected each year, subject to the diversity criteria specified below. The Proportional Representation “Single Transferrable 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.

SECTION 5 “SEATING OF THE STATION BOARDS”: Station Board directors shall be seated at the first meeting of their respective Local Station Boards to be held in January each year.

SECTION 6 “REMOVAL AND RECALL OF A STATION BOARD DIRECTOR”:

(A) Any Station Board director may be removed by his/her station board at a regular or special meeting by a two-thirds (2/3) vote of all of the members of said station board, provided that the grounds for such removal are submitted with the notice of said meeting and, provided further, that the said Station Board director shall have a reasonable opportunity at said meeting to protest his/her removal.

(B) Upon the petition of fifty (50) of the Members of the Radio Station area that elected the Station Board, any Station Board director may be removed by a majority vote of the Members voting in a recall election. 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.

(C) Any Station Board director may be removed automatically for more than three (3) consecutive, unexcused, absences.

SECTION 7 "VACANCY": If a Station Board director's 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 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.

SECTION 8 "COMPENSATION": 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.

SECTION 9 "RESTRICTION REGARDING INTERESTED DIRECTORS":

(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.

(B) For purposes of this Section, "interested persons" means either:

(1) Any person currently being compensated by the Foundation for 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, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 10 "CONFLICT OF INTEREST POLICY":

[WBAI DRAFT OR OTHER WORDING]

ARTICLE SEVEN MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1 "TIME AND PLACE OF MEETINGS": 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”.

SECTION 2 “SPECIAL MEETINGS”: 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.

SECTION 3 “NOTICE”: 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 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.

SECTION 4 “QUORUM”: [KPFK bylaws subcommittee did not want a small group of directors to have the ability to take over Pacifica.] A quorum at any meeting of the [LOCAL STATION/NATIONAL] Board of Directors shall consist of 55% 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.

SECTION 5 “ATTENDANCE”: Any Director who is absent for three (3) consecutive meetings of the [LOCAL STATION/NATIONAL] 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”: Any action required or permitted to be taken by the [LOCAL STATION/NATIONAL] 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 [LOCAL STATION/NATIONAL] 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 EIGHT
OFFICERS OF THE FOUNDATION**

SECTION 1 “DESIGNATION OF OFFICERS”:

(A) The Officers of Pacifica Foundation shall be a Chairperson of the Board of Directors, TWO VICE-CHAIRS (THE CHAIR OF THE NATIONAL PROGRAM COMMITTEE AND THE CHAIR OF THE NATIONAL ADMINISTRATIVE COMMITTEE, 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.

SECTION 2: “DUTIES OF OFFICERS”: The duties of Board officers shall be outlined in the Guidelines and Operating Procedures of the Board.

SECTION 3 “ELECTION, TERMS, AND REMOVAL OF OFFICERS”:

(A) Election of Officers: The Officers of The Foundation, except the Vice Chairs (who shall be elected by their respective 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.

(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.

(C) Removal of Officers: Any officer may be removed by the Board of Directors at any 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 notice of said meeting, and provided further that said officer shall have a reasonable opportunity at said meeting to protest his or her removal.

**ARTICLE NINE
OTHER CORPORATE OFFICERS**

SECTION 1 “EXECUTIVE DIRECTOR”:

(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.

(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.

SECTION 2. "NATIONAL PROGRAM DIRECTOR": There shall be a National Program Director whose duties shall include development and oversight of national programming, and who shall have the same relationship to the National Program Council as local Program Directors have to local Program Councils. The NPD shall be an ex-officio (non-voting) member of the National Board.

ARTICLE TEN GENERAL PROVISIONS

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

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.

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 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, subject to the provisions of the California Corporations Code.

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 ELEVEN CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1 “MAINTENANCE OF CORPORATE RECORDS”: 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 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, disbursements, gains and losses;

(C) A record of its members indicating their names and addresses of each member and the termination date of any membership;

(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.

SECTION 2 “CORPORATE SEAL”: 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.

SECTION 3 “DIRECTORS’ INSPECTION RIGHTS”: Every director 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 corporation.

SECTION 4 “MEMBERS’ INSPECTION RIGHTS”: 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.

(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.

SECTION 5 "RIGHT TO COPY AND MAKE EXTRACTS": 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.

SECTION 6 "ANNUAL REPORT":

(A) The board shall cause an annual report to BE POSTED ON THE PACIFICA FOUNDATION WEBSITE AND 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 corporation 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:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(5) Any information required by Section 7 of this Article.

(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 corporation that such statements were prepared without audit from the books and records of the corporation.

SECTION 7 "ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS":

(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.

(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 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.

(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.

ARTICLE TWELVE MISCELLANEOUS

SECTION 1 "EXEMPT ACTIVITIES": NOT WITHSTANDING 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©(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©(2) OF SUCH CODE AND REGULATIONS AS THEY NOW EXIST OR AS THEY MAY HEREAFTER BE AMENDED.

SECTION 2 "PARLIAMENTARY LAW": 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.

SECTION 3 "AUTHORITY TO SELL CORPORATE ASSETS": PURSUANT TO THE VOTE OF A MAJORITY OF MEMBERS OF THE CORPORATION, THE BOARD OF DIRECTORS WILL HAVE THE POWERS AND AUTHORITY TO LEASE, SELL, ASSIGN, TRANSFER, CONVEY OR OTHERWISE DISPOSE OF THE ENTIRE PROPERTY OF THE CORPORATION, BUT THE CORPORATION MAY NOT BE DISSOLVED EXCEPT AS PROVIDED BY THESE BYLAWS.

SECTION 4 “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.

ARTICLE THIRTEEN AMENDMENT OF BY-LAWS

[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.]

SECTION 1 “BYLAWS CONVENTION”: NO LATER THAN APRIL 2004, THE NATIONAL BOARD OF DIRECTORS SHALL HOLD A BYLAWS CONVENTION TO REVIEW AND REVISE THE BYLAWS. THE MEMBERS SHALL VOTE TO RATIFY THE REVISED BYLAWS SECTIONS. [Specifics as to possible member delegates (possibly 50% with PNB and local directors having 50% at convention to propose changes) to provide the maximum member participation at the lowest cost were discussed, but no specifics were formalized.]

SECTION 2 “PROPOSED AMENDMENTS”: These By-Laws may be amended, altered or repealed in whole or in part BY THE MEMBERS. AMENDMENTS MAY BE PROPOSED BY TWO-THIRDS (2/3) MAJORITY VOTE OF THE NATIONAL BOARD OF DIRECTORS OR OF A LOCAL STATION BOARD OF DIRECTORS, OR BY A PETITION SIGNED BY 100 MEMBERS. The proposed changes 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.

SECTION 3 “VOTING AND RATIFICATION”: In order to be adopted, any proposed bylaws amendment must receive the vote of THREE-FIFTHS of the MEMBERS voting, PROVIDED THAT A QUORUM OF MEMBERS ACTUALLY VOTES.

ARTICLE FOURTEEN AMENDMENT OF ARTICLES

SECTION 1 “PROPOSING AMENDMENTS”: 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.

SECTION 2 “APPROVING AMENDMENTS”: 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.

ARTICLE FIFTEEN WORKPLACE DEMOCRACY

Annually, the Pacifica Foundation shall convene a Pacifica National Conference on Pacifica Workplace Democracy. Participants in this Conference shall be only paid and unpaid staff members from Pacifica radio stations or units, the Pacifica Archives, and the Pacifica National Office. The purpose of this Conference is to address labor relations, internal policy formation and review, and all matters of Pacifica workplace democracy. The reports of each Conference shall be submitted for review and implementation to the PNB, Local Station Boards, and other units.

ARTICLE SIXTEEN DISSOLUTION

SECTION 1 “METHOD”: 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 NATIONAL BOARD 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”: [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.] UPON THE DISSOLUTION OF THE CORPORATION, THE NATIONAL BOARD 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”: No member, director, officer, employee, or other person connected with this corporation, 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 corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these 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.

**ARTICLE SEVENTEEN
TEMPORARY ARTICLE**

SECTION 1. "GRANDPARENTING OF INCUMBENTS":

A. For the purposes of this article, incumbency shall not include any LAB member who was seated after April 1, 2002. Board members elected under this provision shall serve a term of one year.

B. For the first election after the ratification of these Bylaws, 14 seats of each Station Board shall be reserved for incumbent candidates. Incumbent candidates may nominate themselves for these positions. These seats shall be filled by those 14 incumbent candidates receiving the most votes in an election of listeners-members, pursuant to the voting methods outlined in Article Four.

C. For the second election after the ratification of these Bylaws, 9 seats of each Station Board shall be reserved for incumbent candidates. Incumbent candidates may nominate themselves for these positions. These seats shall be filled by those 9 incumbent candidates receiving the most votes in an election of listeners-members, pursuant to the voting methods outlined in Article Four.

D. There will be no "grand-parenting" in subsequent years.

SECTION 2. "OTHER FIRST YEAR PROVISIONS":

A. For the first election under the new by-laws the Local Station Boards shall elect the National Directors.

B. For the first implementation of these bylaws, nominations shall open immediately upon ratification of the bylaws and shall be open for 45 days thereafter. SECTION 3. "RESCISSION OF ARTICLE SEVENTEEN":

This Article is automatically rescinded immediately upon the successful conclusion of the second Local Station Board election.

Minority report on question of staff representation on Boards:

RATIONALE

In his 1951 essay entitled, “The Theory of Listener-Sponsored Radio,” Pacifica founder Lew Hill wrote that a founding principle of Pacifica was that, “the people who actually do the broadcasting should also be responsible for what and why they broadcast. In short, they must control the policy which determines their actions.” (see appendix for full quotation). One of the reasons for this was the recognition that those who would act on their beliefs, that had a stake in the production of this programming, represented a minority of those in the society at-large, and a minority of those in a listening audience. They represented a minority in the sense that they were willing to act upon their ethical beliefs and give of their time and their lives in an attempt to communicate these beliefs. Hill wrote that, “if we want an improvement in radio worth the trouble, it is these people whose talent the medium must attract. The basic situation of broadcasting must be such that artists and thinkers have a place to work--with freedom. Short of this, the suffering listener has no out.”

One source of the amorality (as opposed to the immorality) of most workers with respect to the organizations in which they work is that they define ethical behavior in terms of their performance of jobs defined by others, not in terms of their role in what the institution as a whole produces. One goal of any progressive institution should be that those who do the work should have a say in what work will be done, and take an active responsibility for the purposes to which the resources of the institution as a whole are directed.

The understanding of what Pacifica is producing and how it functions differs between listeners-at-a-distance and those directly involved in the work of the station. For example, even in the present environment at Pacifica, despite repeated on-air discussion, most listeners remain confused or, at best, only vaguely aware of the issues confronting the organization and the imminent changes. If all purchasers of wood-products voted on how the resources of the forest would be used and managed, the result would be quite different than if those who lived in the forest voted on how the resources of the forest would be used and managed.

MINORITY POSITION

Based on these and other reasons, Group 4 at the Los Angeles Pacifica Bylaws Convention held at Loyola Law School Sept 7-8, 2002 came to the following consensus.

- 1) That between 1/6 and 1/3 of seats on all boards be held by members of staff. The group sentiment was that the amount should be less than 1/3, i.e. it should be 1/6-1/4. The term staff is meant to include both paid and unpaid staff (volunteers), (A precise definition of unpaid staff is required) At least 60% of staff seats should be held by unpaid staff/volunteers.
- 2) That on-air personalities should not be allowed to run for election by the general listenership due to the unfair advantage created by their ongoing contact with listeners.
- 3) Recognizing the potential for conflict of interest situations, each board should create a policy document describing specifically such conflict of interest situations, and that staff members on boards must be required to recuse themselves from votes involving conflicts of interest.

4) In a position contrary to the agreed upon convention points of unity regarding a single class of members, it was the opinion of our group that staff members on boards be elected by the staff as their representatives, i.e. that staff represent a distinct class of members.

APPENDIX

From The Theory of Listener-Sponsored Radio by Lewis Hill, 1951
(<http://www.kpfk.org/history.html#hill>)

“The answer of the KPFA project on this point is not necessarily the only good answer, but it is explicit. It requires that the people who actually do the broadcasting should also be responsible for what and why they broadcast. In short, they must control the policy which determines their actions. If I may, I will emphasize that neither a "Public Be Damned" nor a "Down with Commerce" attitude enters into this formulation. The problem was, you remember, not whether you as a listener should choose what you like or agree with--as obviously you should and do--but how to get some genuinely significant choices before you. Radio which aims to do that must express what its practitioners believe to be real, good, beautiful, and so forth, and what they believe is truly at stake in the assertion of such values. For better or worse these are matters like the nature of the deity which cannot be determined by majority vote or a sales curve. Either some particular person makes up his mind about these things and learns to express them for himself, or we have no values or no significant expression of them. Since values and expressions as fundamental as this are what we must have to improve radio noticeably, there is no choice but to begin by extending to someone the privilege of thinking and acting in ways important to him. Whatever else may happen, we thus assign to the participating individual the responsibility, artistic integrity, freedom of expression, and the like, which in conventional radio are normally denied him. KPFA is operated literally on this principle.”

This is a commentary from one of the participants of the Los Angeles By-Laws Conference
Programming Councils: The Heart and Soul of Pacifica's Governance

(Submitted to the KPFK Bylaws Subcommittee, 6-9-2002, and to the Interim Pacifica National Board via email to the iPNB Bylaws Committee chair on 9-3-2002, and via special shipment 9-8-2002 to WPFW LAB Chair Sam Husseini for inclusion in the iPNB bylaws "board packets" for consideration before the Pacifica National Board Meeting in Houston.)

by Jonathan Markowitz

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I propose a dynamic governance concept of structural "checks and balances" that would address the needs and concerns of the station communities regarding programming by facilitating an unprecedented degree of involvement by the listening communities in determining the station's programming. The primary component of this concept would be the creation of a station Programming Council process, whose core members would be the elected Station Board whom would have the specific power to intercede on behalf of listeners regarding programming decisions by the station management.

Through the holding of monthly public Programming Council meetings designated for community input, review and critique of current and proposed programming, a viable and flexible instrument of process will be created to provide a regular forum at which members of the community at large would have opportunity to address or "counsel" the Station Board in regard to concerns over present or proposed programming. In addition, the Programming Council process would function, when needed, as an unofficial body in which the first stage of dispute or conflict resolution concerning programming problems could take place.

The Programming Council's decisions should reflect the communities' needs and wishes as determined through inclusive and fair Council processes. In this sense a democratic process would be facilitated for all to participate in or witness, thereby providing a mandate for specific action by the Programming Council's Station Board members regarding decisions over station programming.

The qualitative effect of an ongoing public "council" process would cross over into all aspects concerning the progressive communities that Pacifica stations serve. In doing so, such councils or gatherings, if held at different meeting halls throughout the signal area, would function as community town hall meetings at which the people who constitute the Pacifica family can become more integrated politically, socially and culturally in a way is not possible through any other process. By live-broadcasting such meetings, the community would have the ability to "come together" in a vibrant process through the signal's "voice".

In order to function effectively, Programming Council meetings would need to be held on a monthly basis (in addition to monthly Station Board meetings) and if needed could be held more often to solve or mediate a programming crisis or other Pacifica related problem.

To insure the accountability of the Programming Council process, listeners who are qualified to vote would have the power to call special elections to replace Station Board members whose programming decisions or recommendations are not representing the concerns or needs of the community.

Similarly, listeners who are qualified to vote should have the power to remove a station general manager directly if the situation warrants it.

Of course, in order to insure that Pacifica's mission is being served and to protect the station licenses, the Pacifica National Board, through the establishment of a Pacifica National Programming Council, made up of 2/3 of the PNB, would also have the power to remove a

station General Manager who may be making programming changes that are antithetical to the mission, or who may not be taking quick action to rectify a technical problem such as prolonged signal degradation or loss, or remove a programmer who is in violation of FCC law.

Such determinations by the National Programming Council would be conducted in as public of a way as possible utilizing the signal to once again make such processes accountable to the listeners. Additionally, Pacifica programs that are produced on a national basis would be reviewed by the National Programming Council to insure national programming does not veer away from the Mission.

Hence you have a basic governance system pertaining to programming that includes the necessary checks and balances to insure the relevance of that programming to the community and to Pacifica's mission.

Author's note: In order to ensure diversity regarding ethnicity and gender, I firmly support a proportional representative or affirmative action process applied to the station board or programming council election results. Unlike proposed "constituency" models, which merely empower an elite body with additional authority to designate and appoint who will be represented and by whom, in the following structure below, board candidates who represent the disenfranchised or oppressed in our society will have a more than equal opportunity to engage with voters through campaign process, vigorously supported by the utilization of the station signal.

In spite of the good intentions of some of its supporters, simply put, the "constituency" model is on a structural level nothing more than an APPOINTMENT model with all the automatically included tendencies to cronyism; and merely echoes the structure that's been in place at Pacifica for the last 53 years. The appointment model has resulted in a politically motivated entrenchment of the worst of the programming legacy of Pacifica's Strategic Five Year plan by the cronied circles of appointed power that still rule the majority of Pacifica's boards and still hold programming staff positions at the stations.

By mandating that open campaign processes be a 'must-carry' for broadcast by the station for such things as candidate debates, as well as programming councils & meetings, town hall meetings and the like, a democratic process will be created simply by utilizing the signal, thereby facilitating dialogue throughout the communities regarding candidate qualifications, etc. J.M.
