

PROPOSAL #4

Reduce the size of the PNB to 17 (from 22):

Rationale / Description:

Each station's delegate assembly would elect 3 (rather than 4) Directors to the PNB. The PNB would continue to elect the two affiliate Directors. This would give $5 \times 3 + 2 = 17$ Directors. At-large Directors (of which there are none) would be removed from the Bylaws. In addition, to keep from having the staff representation increase more proportionally on the smaller PNB, and to allow each delegate assembly more flexibility in choosing who they feel are the best reps from their station for the PNB, this amendment would do away with having a specific number of staff and listener reps on the PNB.

Current Language:

Article Five, Section 1, subsection C (Number on PNB)

"There shall be a minimum of twenty-two (22) and a maximum for twenty-three (23) Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect four (4) Directors: three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate - for a total of twenty (20) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws. If the Board, by resolution, fixes the number of Directors at 23, then one additional Director shall be nominated and elected as an "At-large" Director as set forth in Section 5 of this Article of the Bylaws."

(deleted language in brackets [] and strikethrough text, added language in italics):

"Starting with the Director elections following approval of this amendment, there shall be [a minimum of twenty-two (22) and a maximum for twenty-three (23)] *seventeen (17)* Directors of the Foundation. [The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein.] The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect [~~four (4)~~] *three (3)* Directors [~~three (3) of whom shall be Listener Sponsor Delegates and one (1) of whom shall be a Staff Delegate~~], with no more than one from each station being a Staff Delegate for a total of [~~twenty (20)~~] *fifteen (15)* "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws. [If the Board, by resolution, fixes the number of Directors at 23, then one additional Director shall be nominated and elected as an "At-large" Director as set forth in Section 5 of this Article of the Bylaws.]"

Proposed Language:

Article Five, Section 1, subsection C (Number on PNB):

"Starting with the Director elections following approval of this amendment, there shall be *seventeen (17)* Directors of the Foundation. The Board shall have equal representation from

each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect three (3) Directors, with no more than one from each station being a Staff Delegate - for a total of fifteen (15) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws."

Current Language:

Article Five, Section 3B (Election)

"The Delegates for each radio station shall meet annually in early January to elect four Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect three Listener-Sponsor Directors using the Single Transferable Voting method, and shall elect one Staff Director using the Instant Runoff Voting method, to represent that radio station on the Board. The Staff Director must be a Staff Delegate. The Listener-Sponsor Directors must be Listener Sponsor Delegates."

(deleted language in brackets [] and strikethrough text, added language in italics):

"The Delegates for each radio station shall meet annually in early January to elect [four] three Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect [three Listener Sponsor Directors using the Single Transferable Voting method, and shall elect one Staff Director using the Instant Runoff Voting method] the Directors using the Single Transferable Voting method, with no more than one staff member elected from each station, to represent that radio station on the Board. [The Staff Director must be a Staff Delegate. The Listener Sponsor Directors must be Listener Sponsor Delegates,

Proposed Language:

Article Five, Section 3B (Election):

"The Delegates for each radio station shall meet annually in early January to elect three Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect the Directors using the Single Transferable Voting method, with no more than one staff member elected from each station, to represent that radio station on the Board."

Current Language:

Article Five, Section 5 (Nomination and Election of At Large Directors):

A. NOMINATION

In the event that the Board resolves that there shall be twenty three (23) Foundation Directors (the maximum number of Directors permitted under these bylaws) then there ~~shall be one "At-Large" Director elected each year. Candidates for election as an "At-Large" Director shall be nominated by majority vote of the Delegates from a minimum of three radio stations, with the Delegates from each station voting separately by station area. Nominations shall close on February 15th each year and shall be submitted in writing by that date to the Foundation Secretary together the nominee's resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Directors all materials submitted supporting each nominee not later than March 1st.~~

B. ELECTION

As the second order of business at the Board meeting in March each year in which an At large director is to be elected, the Directors present and voting (excluding any then current Affiliate Representative or At-Large Directors from the vote) shall elect one (1) At Large Director from the nominees submitted by the Delegates, using the Instant Runoff Voting method. The At Large Director shall serve for a one year term which shall commence immediately upon his/her election.

Proposed Language:

Non existent. Section and at large position would be eliminated.

Endorsers:

Carolyn Birden-WBAI, Janet Coleman WBAI, Janis Lane-Ewart AFFIL., Heather Grey AFFIL, Kim Kaufman-KPDK, Richard Uzzell KPFT