

Proportional Reduction in Size of the PNB

This amendment both reduces the size of the PNB while making it more proportional to the size of the combined total of listener, paid and unpaid staff membership and therefore more reflective of its membership.

The Foundation can ill afford either the cost of the the lengthy, frequent and costly PNB meetings necessitated by the size of the Board.

Article Five, Board of Directors of the Foundation, Section 1: Board of Directors

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Eligibility, Number, Powers and Duties

Existing Text

C. NUMBER

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.

Proposed Amended Text below: Deletions are in parenthesis or in brackets when existing text is already in parenthesis. Added text is CAPS

C. NUMBER

There shall be a minimum of ELEVEN (11) {(22)} and a maximum (for) OF twenty-(three) ONE (21) {(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 PROPORTIONAL TO THE COMBINED TOTAL OF LISTENER, PAID AND UNPAID STAFF MEMBERSHIP. The Delegates from the five Foundation radio stations shall each elect A MNIMUM OF TWO AND A MAXIMUM OF four (4) Directors. (:) THE DELEGATES FROM THE FIVE FOUNDATION RADIO STATIONS SHALL ELECT ONE (1) DIRECTOR FOR EVERY FIVE THOUSAND (5,000) listener, PAID AND UNPAID members OF THAT STATION. THE DIRECTORS ELECTED MAY BE FROM EITHER (three (3) of whom shall be) Listener-Sponsor Delegates (and one (1) of whom shall be a) AND/OR Staff Delegates. (-- 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 ONE (1) (two) {(2)} "Affiliate Representative" Director(s) 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 text once amended:

C. NUMBER

There shall be a minimum of eleven (11) and a maximum of twenty-one 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 representation from each of the Foundation's five radio stations proportional to the combined listener, paid and unpaid staff membership. The Delegates from the five Foundation radio stations shall each elect a minimum of two (2) and a maximum of four (4) Directors. The Delegates from the five Foundation radio stations shall elect one (1) Director for every five thousand (5,000) listener, paid and unpaid staff members of that station. The Directors elected may be either Listener-Sponsor Delegates and/or Staff Delegates as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect one (1) "Affiliate Representative" Director from nominees submitted as set forth in Section 4 of this Article of the Bylaws.

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