

Reduces the Affiliate Directors by One

If the Amendment to reduce the size of the PNB and make it proportional to its listener, paid and unpaid staff membership passes, it would necessitate an amendment of Article Five, Section 4 as follows. It may also stand on its own as an amendment and reduce by one (1) the size of the PNB.

Article Five, Board of Directors of the Foundation, Section 4: Nomination and Election of Affiliate Representative Directors

A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for the two Affiliate Director positions on the Board. Nominations shall close on November 15th each year and shall be submitted in writing to the Foundation Secretary for forwarding to the board. Every affiliate station or association of affiliate stations submitting nominee(s) shall include with said nomination(s) a written explanation of its procedure for selecting the nominee(s). Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidate(s) or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than December 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of affiliate stations.

B. ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. Affiliate Directors shall serve for a one-year term which shall commence with their seating at the regular January Board meeting.

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

Article Five, Board of Directors of the Foundation, Section 4: Nomination and Election of Affiliate Representative Directors

A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for ONE (the two) Affiliate Director position(s) on the Board. Nominations shall close on November 15th each year and shall be submitted in writing to the Foundation Secretary for forwarding to the board. Every affiliate station or association of affiliate stations submitting nominees shall include with said nominations a written explanation of its procedure for selecting the nominees. Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidates or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than December 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of affiliate stations.

B. ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate {or At-Large} Directors from the vote) shall establish a protocol for balloting and shall elect ONE (two) {(2)} Affiliate Representative Director(s) from the nominees submitted by affiliate stations and/or affiliate station associations, using the (Single Transferable) INSTANT RUNOFF Voting method. THE Affiliate Director(s) shall serve for a one-year term which shall commence with their seating at the regular January Board meeting.

Proposed text once amended:

Article Five, [Board of Directors of the Foundation](#), Section 4: Nomination and Election of Affiliate Representative Directors

A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for one Affiliate Director position on the Board. Nominations shall close on November 15th each year and shall be submitted in writing to the Foundation Secretary for forwarding to the board. Every affiliate station or association of affiliate stations submitting nominees shall include with said nominations a written explanation of its procedure for selecting the nominees. Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidates or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than December 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of affiliate stations.

B. ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate Directors from the vote) shall establish a protocol for balloting and shall elect one Affiliate Representative Director from the nominees submitted by affiliate stations and/or affiliate station associations, using the Instant Runoff Voting method. The Affiliate Director shall serve for a one-year term which shall commence with their seating at the regular January Board meeting.

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