

## **Deletes Article, 5, Sec. 3 Election of At-Large Directors**

**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 5 by deleting all of Section 5. This amendment may also stand on its own and be passed and potentially eliminate the increase in size of the PNB.**

### **Article Five, [Board of Directors of the Foundation](#), 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 by:

Rodrigo Argueta

Lydia Brazon

Jim Brown

Benito Diaz

Tony Norman

Margy Wilkinson