

**Rationale: This amendment returns this bylaws section to the original text which was subsequently to allow for discretion by the NES. That discretion, although reasonable considering the circumstances, nevertheless created much confusion with many listener members who were eligible at the start of the election period, were not once the record date was changed to accommodate other timeline constraints.**

Existing Text:

### **Bylaws Amendment re Record Date**

#### **Article Three, Members of the Foundation, Section 10: Record Date**

The record date for purposes of determining the Members entitled to receive notice of any meeting, entitled to vote by written ballot or entitled to exercise any other lawful membership action, shall be forty-five (45) days before the date of the special meeting, 45 to 60 days before the day on which the first written ballot is distributed or made available to the Members, (based on the reasonable discretion of the National Election Supervisor) or 45 days before the taking of any other action, as applicable.

**Proposed Changes to Text: DELETED TEXT IN BRACKETS, ADDED, NEW TEXT IN CAPS:**

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### **Twelve, Corporate Records, Report and Seal, Section 3: Directors: Inspection Rights**

Every Director, or his or her designated agent, shall have the absolute right at any reasonable time to inspect and copy all of the Foundation's books, records and documents of every kind and to inspect the physical properties of the Foundation.

#### **PROPOSED BY THE FOLLOWING PACIFICA NATIONAL BOARD DIRECTORS:**

Wesley Bethune  
Jim Brown  
Adriana Casenave  
Janet Kobren  
Tony Norman  
Michael Novick  
Margy Wilkinson