

**Reducing the size of the PNB**

**Art. 5 Sec 1 (C), Art. 5 Sec 3(B), Art. 5 Sec. 5(A) & (B)**

*Description:*

- The total size of the PNB would drop from 22-23 to 16.
- Each station's delegate assembly would elect 3 (rather than 4) Directors to the PNB.
- Staff and Listener representatives to the PNB would no longer be elected separately – each station's delegate assembly would elect three representatives of any category.
- The PNB would elect 1 (rather than 2) Affiliate Directors.
- The “At Large” Director position would be eliminated.

<b>Current Text</b>	<b>Proposed Text</b>
<p><b>Article Five, Section 1, subsection C (Number on PNB)</b> "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."</p>	<p><b>Article Five, Section 1, subsection C (Number on PNB):</b> "Starting with the Director elections following approval of this amendment, there shall be sixteen (16) 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, 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 one (1) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws."</p>

**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."

**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, to represent that radio station on the Board."

**Art. 5 Sec. 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

**Art. 5 Sec. 4:Nomination and Election of Affiliate Representative Director**

**A. NOMINATION**

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for the 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

<p>Article Five, <a href="#">Board of Directors of the Foundation</a>, Section 5: Nomination and Election of At-Large Directors</p> <p>A. NOMINATION</p> <p>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.</p> <p>B. ELECTION</p> <p>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.</p>	<p>[none]</p>
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The above bylaw amendment has been proposed by the following 6 PNB members:

- Brian Edwards-Tiekert
- Lydia Brazon
- Margy Wilkinson
- Tony Norman

Benito Diaz  
Rodrigo Argueta