

## Proposed Amendment 1:

### Reduce the size of LSBs and delegate assemblies to 16 (from 24, a reduction of 1/3):

#### Background and Rationale:

Pacifica's Local Station Boards are much larger than boards of most non-profit organizations. With large boards, either each member has less time to talk at meetings, or else a few talkative members dominate discussions and others say very little. Smaller LSBs would still allow local committees to include others as committee members so would not necessarily affect committee size. A smaller size should make LSB meetings function better, as large boards are very unwieldy, and this would be closer to best practices for non-profit boards, which generally recommend a board size of 8-15. It would also make it less critical to recruit such a large number of candidates in each delegate election, reduce meeting room space requirements some, and possibly reduce costs for our LSBs.

#### Summary of Amendment:

This amendment would reduce the size of the LSBs by 1/3, while keeping the proportions of staff vs listener representatives the same, by electing 6 listener reps and 2 staff reps in each delegate election (instead of 9 listeners and 3 staff in each election). Current delegates/LSB members would continue in their terms. It would reduce the size of the LSBs from 24 to 20 following the delegate election next year, and then to 16 following the following delegate election. This would take effect starting with the 2013 elections.

#### Actual amendment text:

a. Change Article Four, Section 3 (Election of Delegates) from:

"All elections for Delegates shall be by written ballot, provided, however, that the elections supervisor shall also have the option of providing a secure electronic means of voting via the internet. Members shall only have the right to vote for Delegates for the Foundation radio station with which the Member is affiliated. Members shall vote in classes: Listener-Sponsor Members shall elect 18 Delegates for each radio station and Staff Members shall elect 6 Delegates for each radio station, for a total of twenty-four (24) Delegates for each Foundation radio station. Elections of Delegates shall be staggered over a 3-year period with elections for 3 Staff Delegates and 9 Listener-Sponsor Delegates held in the first year, elections for 3 Staff Delegates and 9 Listener-Sponsor Delegates held in the second year and no elections in the third year. The ballots shall be counted by the Single Transferable Voting method. All ballots related to the election, and the removal, of any and all Delegates shall be filed with the Foundation Secretary and maintained with the corporate records for a period of three (3) years."

to the following (deleted language in brackets [] and ~~striketrough text~~, added language in *italics*):

"All elections for Delegates shall be by written ballot, provided, however, that the elections supervisor shall also have the option of providing a secure electronic means of voting via the Internet. Members shall only have the right to vote for Delegates for the Foundation radio station with which the Member is affiliated. Members shall vote in classes: *Starting with the 2013 Delegate elections*, Listener-Sponsor Members shall elect [~~18~~12] Delegates for each radio station and Staff Members shall elect [~~6~~4] Delegates for each radio station [~~, for a total of twenty-four (24) Delegates for each Foundation radio station~~]. Elections of Delegates shall be staggered over a 3-year period with elections for [~~3~~2] Staff Delegates and [~~9~~6] Listener-Sponsor Delegates held in the first year, elections for [~~3~~2] Staff Delegates and [~~9~~6] Listener-Sponsor Delegates held in the second year, and no elections in the third year. The ballots shall be counted by the Single Transferable Voting method. All ballots related to the election, and the removal, of any and all Delegates shall be filed with the Foundation Secretary and maintained with the corporate records for a period of three (3) years.

*Following the approval of the amendment reducing the size of the delegate assemblies from 24 to 16, each delegate assembly will have 20 members (12 from the previous delegate election, and 8 from the 2013 delegate election), until the next delegate election, after which each delegate assembly will have 16 members as described in the previous paragraph."*

and

b. Change Article Seven, Section 2 (Composition of the Local Station Boards), paragraph 2, from:

"Each LSB shall consist of the 24 Delegates elected by the Members for that radio station - 18 Listener-Sponsor Delegates and 6 Staff Delegates. (Four of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as set provided in Section 3 of Article 5 of the Bylaws.)"

to the following (deleted language in brackets [] and ~~striketrough text~~, added language in *italics*):

"Each LSB shall consist of the [~~24~~] Delegates elected by the Members for that radio station - *including* [~~18~~] Listener-Sponsor Delegates and [~~6~~] Staff Delegates. (~~Four~~ *Some* of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as provided in Section 3 of Article 5 of the Bylaws.)"

Submitted by Bill Crosier, Marcel Reid, George Reiter, Teresa Allen, Ken Aaron, Ali Lexa and Heather Gray.

## Proposed Amendment 2: Reduce the size of the PNB to 17 (from 22):

### Background and Rationale:

This amendment could make the PNB function better because of a smaller size, reduce the travel and lodging costs for the in-person PNB meetings, and reduce the cost for the telephonic meetings due to the reduced number of people on each call.

Perhaps more important than reducing size of LSBs, the PNB meetings would be greatly helped with a smaller size. Most PNB meetings are teleconferences, and the amount of noise and interruptions frequently makes it difficult to conduct business. The noise increases with more people on the call. All votes in teleconferences have to be by roll call, resulting in more time used for this with the large board size. In teleconferences the effect of talkative people dominating discussions is even more pronounced and this gets worse with more people on the call, with some members rarely contributing to the discussions at all, thus negating whatever advantage a large board might supposedly have through supposedly including additional points of view. The contrast with how much better smaller committees function on the phone vs how the PNB functions is striking.

This amendment would take effect starting with the January 2013 election of Directors.

### Summary of Amendment:

Each station's delegate assembly would elect 3 (rather than 4) Directors to the PNB. The PNB would continue to elect the two affiliate Directors. This would give  $5 \times 3 + 2 = 17$  Directors. At-large Directors (of which there are none) would be removed from the Bylaws.

In addition, to keep from having the staff representation increase more proportionally on the smaller PNB, and to allow each delegate assembly more flexibility in choosing who they feel are the best reps from their station for the PNB, this amendment would do away with having a specific number of staff and listener reps on the PNB. (This amendment would not change the ratio for the LSBs.)

Note: This amendment is independent of the previous one (that would reduce the size of the LSBs).

### Actual amendment text:

Change Article Five, Section 1, subsection C (Number on PNB) from:

"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."

to the following (deleted language in brackets [] and ~~strikethrough text~~, added language in *italics*):

*"Starting with the 2013 Director elections, there shall be [a minimum of twenty-two (22) and a maximum for twenty-three (23)] seventeen (17) 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)] three (3) Directors [three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate], with no more than one of them from each station being a Staff Delegate -- for a total of [twenty (20)] fifteen (15) "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.]"*

and: Change Article Five, Section 3B (Election) from:

"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."

to the following (deleted language in brackets [] and ~~strikethrough text~~, added language in *italics*):

*"The Delegates for each radio station shall meet annually in early January to elect [four] three 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~~] *the Directors using the Single Transferable Voting method, with no more than one staff member elected from each station*, 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.~~]"

and: Remove Article Five, Section 5 (Nomination and Election of At Large Directors):

~~[SECTION 5. NOMINATION AND ELECTION OF AT-LARGE DIRECTOR~~

~~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.]~~

Submitted by Bill Crosier, Tracy Rosenberg, Marcel Reid, Teresa Allen, Ken Aaron, Ali Lexa and Heather Gray.

## Proposed Amendment 3:

### Reduce the size of national committees, let LSBs select alternate members:

#### Background and Rationale:

The PNB national committees vary in size from 6 (for the Personnel Committee before this year) to 20 (for several this year with 2 PNB members and 2 non-PNB members from each station).

Similar to the PNB, the large committees have more trouble functioning, with problems ranging from more noise and interruptions on the telephone conference calls, difficulty reaching quorum, and limited time for all committee members to talk during the meetings. In addition, with so many Directors (national board members) on committees, the time each Director has for each committee is limited and thus whatever benefit might result from having more Directors is often negated because they are spread so thin. Finally, because Pacifica is charged for each minute that each person is on our conference calls, with the cost approximately \$1000/month, reducing the size of the committees will help cut costs, too, as well as reducing the workload on Directors and allow them to concentrate their efforts on fewer committees for each Director.

#### Summary of Amendment:

This amendment would reduce the size of some of the standing committees. This amendment would also allow LSBs to select the alternate delegate members for committees.

This proposed amendment would leave alone the following committees:

- Coordinating Committee (8 Directors total - officers plus one from each station)
- Finance Committee (with 5 Directors and the 5 station treasurers, plus the CFO) as members)

It would reduce the size of these committees in order to help make them more workable:

- Governance (currently 20 members, changed to 10)
- Audit (currently 20 members, changed to 10)
- Technology (currently 20 members, changed to 10)
- Programming (currently 19 members, changed to 10)

Personnel, Racism & Sexism, and Elections, are not a Standing Committees per the Bylaws and would be affected by this amendment's provisions that affect "all committees" - specifically, only one Director and one delegate who's not a Director from each station, thus reducing their size to 10 (same as Governance and Audit).

#### Actual amendment text:

Change Article Eight, Section 2 (Composition of Board Committees) from:

"Except as otherwise provided in these Bylaws, all committees shall include at least one Director from each Foundation radio station and two Delegates, who are not then serving as Directors, from each radio station, provided, however, that the inclusion of Delegates on a committee shall not be required where the Board by a majority vote determines that the privileged, sensitive or confidential nature of the matters to be addressed by said committee preclude the inclusion of Delegates as committee members in order for said committee to effectively and efficiently perform its duties. The Board may designate one or more Directors as alternate members of any committee. Director committee members shall be selected by a majority vote of the Board using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the Board shall use the single transferable method of voting to select committee members. Delegate committee members shall be elected by their respective LSBs using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the LSBs shall use the single transferable method of voting to select committee members."

to the following (deleted language in brackets [] and ~~strikethrough text~~, added language in *italics*):

"Except as otherwise provided in these Bylaws, all committees shall include [~~at least~~] one Director from each Foundation radio station and [~~two Delegates~~] *one Delegate*, who [~~are~~] *is* not then serving as [~~Directors~~] *a Director*, from each radio station, provided, however, that the inclusion of Delegates on a committee shall not be required where the Board by a majority vote determines that the privileged, sensitive or confidential nature of the matters to be addressed by said committee preclude the inclusion of Delegates as committee members in order for said committee to effectively and efficiently perform its duties. The Board may designate one or more Directors as alternate members of any committee. Director committee members shall be selected by a majority vote of the Board using the Instant Runoff Voting method [~~provided however that if there is an election for more than one committee member, then the Board shall use the single transferable method of voting to select committee members.~~] Delegate committee members shall be elected by their respective LSBs using the Instant Runoff Voting method [~~provided however that if there is an election for more than one committee member, then the LSBs shall use the single transferable method of voting to select committee members.~~] *One or more Delegates may be designated as alternate Delegate members of any committee by their LSB. Each alternate member may substitute only for one of the other members from that same station.*"

Submitted by Bill Crosier, Ken Aaron, Ali Lexa, Heather Gray, Teresa Allen, and Alex Steinberg.

## Proposed Amendment 4: Remove Technology and Programming from list of "standing committees":

### Background and Rationale:

The national Technology and Programming committees have no governance functions, but are listed explicitly in the Pacifica Bylaws along with Finance, Audit, Governance, etc. These two committees frequently have trouble filling all their positions (or keeping them filled), and in reaching quorum. This has significantly interfered with the functioning of these two committees. Removing them from the list of standing committees would still allow them to be defined as task forces by the PNB, and allow them to meet without the same membership or quorum requirements of the standing committees. They could still make recommendations to the PNB, just as the Development and Affiliates task forces do. Or the PNB could designate them as other committees (as they have for Elections, Personnel, plus Racism and Sexism) (not standing committees) and could provide for different quorum requirements if desired.

### Summary of Amendment:

This amendment would remove Technology and Programming from the list of standing committees in the Bylaws.

### Actual amendment text:

Change Article Eight, Section 3 (Standing Committees) from:

"In addition to the LSBs for each of the Foundation's radio stations, the Board of Directors shall also have the following standing committees: (A) a Coordinating Committee, which shall coordinate Board activities between meetings, which committee shall include as members all Foundation officers and at least one Director from each radio station area, but shall not include any non-Director LSB Delegates, provided however that the Coordinating Committee shall not be considered an "executive committee" and shall not exercise any powers of the Board without Board approval; (B) a Governance Committee, which shall regularly review the Foundation's bylaws and policies for governance of Board activities; (C) a Technology Committee, which shall advise the Board as to emerging technologies; (D) a Programming Committee, which shall insure that programming at all Foundation radio stations meets and fulfills the Foundation's purposes as stated in the Articles of Incorporation; (E) a Finance Committee, The Finance Committee which shall review and recommend the annual budget for board approval and shall monitor and report Foundation financial activities at least quarterly and shall include as members the Chief Financial Officer, a Director from each radio station area and the treasurers of each LSB. (The chair of the Finance Committee shall be a Director who may be referred to as the Board "Treasurer". However, the Board Treasurer shall not be an officer of the Foundation. The Foundation's Chief Financial Officer shall be an employee of the Foundation and shall not be the Board Treasurer. The Board Treasurer shall not represent him/herself to any party as an officer of the Foundation nor may s/he sign documents on behalf of the Foundation requiring the signature of the Chief Financial Officer nor represent him/herself to have any authority to bind the Foundation.); and (F) an Audit Committee, which shall oversee the annual audit of the Foundation's books and shall not include Finance committee members.. "

to the following (deleted language in brackets [] and ~~strikethrough text~~, added language in *italics*):

"In addition to the LSBs for each of the Foundation's radio stations, the Board of Directors shall also have the following standing committees: (A) a Coordinating Committee, which shall coordinate Board activities between meetings, which committee shall include as members all Foundation officers and one Director from each radio station area, but shall not include any non-Director LSB Delegates, provided however that the Coordinating Committee shall not be considered an "executive committee" and shall not exercise any powers of the Board without Board approval; (B) a Governance Committee, which shall regularly review the Foundation's bylaws and policies for governance of Board activities; (C) [~~a Technology Committee, which shall advise the Board as to emerging technologies;~~] a Finance Committee, which shall review and recommend the annual budget for board approval and shall monitor and report Foundation financial activities at least quarterly and shall include as members the Chief Financial Officer, a Director from each radio station area and the treasurers of each LSB (The chair of the Finance Committee shall be a Director who may be referred to as the Board "Treasurer". However, the Board Treasurer shall not be an officer of the Foundation. The Foundation's Chief Financial Officer shall be an employee of the Foundation and shall not be the Board Treasurer. The Board Treasurer shall not represent him/herself to any party as an officer of the Foundation nor may s/he sign documents on behalf of the Foundation requiring the signature of the Chief Financial Officer nor represent him/herself to have any authority to bind the Foundation.); and [~~(F)~~] (*D*) an Audit Committee, which shall oversee the annual audit of the Foundation's books and shall not include Finance committee members."

Submitted by Bill Crosier, Ken Aaron, Ali Lexa, Heather Gray, Teresa Allen, and Alex Steinberg

## Proposed Amendment 5: Simplify amendment process

### Rationale:

The bylaws as they exist, require the five LSB's and the PNB to meet in the same calendar month (not even within thirty days), which has been difficult to do in the past. The amendment extends the time for the LSB's to meet to 60 days subsequent to the meeting of the PNB, to provide ample time for the delegates assemblies to meet and vote. In addition it shortens the notice period prior to the PNB voting to 45 days, but increases the total number of times the announcements will be made, and assures that they will be spread throughout the day. It requires the whole process to be completed in the same calendar year it was initiated.

### As the bylaws are now:

#### B. VOTING AND APPROVAL Article 17, Section 1b

(1) Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of one ballot per calendar year related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is 60 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the "Notice Date"). On the Notice Date, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement twice a day for a period of 60 days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 15 days of the Board and Delegates meetings to vote on these amendments.

(2) In order for new Bylaws to be adopted, or these Bylaws amended or repealed and subject to Section 1(B)(3) below:

- (i) except as provided in Section 1(B)(3) below, the proposed amendment(s) must be approved by the majority of all Directors on the Board and by the majority vote of all the Delegates of at least three of the Foundation radio stations.. The Delegates shall vote on the proposed amendment(s) within the same calendar month as the Board; or
- (ii) in the case of amendment(s) proposed by Member petition pursuant to Section 1(A)(3) above, said proposed amendment(s) must first be presented to the Board and the Delegates for approval as set forth in Section 1(B)(2)(i) above. If any proposed amendment is approved by the Board and the Delegates, then, unless membership approval is required under Section 1(B)(3) below, the amendment shall be adopted. If any proposed amendment is not approved by the Board and Delegates, then it shall be submitted to the Members for approval and shall be adopted if approved by the Members as set forth in Section 1(B)(4) below.

### Proposed amendment:

VOTING AND APPROVAL Article 17, Section 1b. (deleted language in brackets [] and ~~struckthrough text~~, added language in *italics*):

(1) Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of one ballot per 12- month period related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is [~~60~~45] days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the "Notice Date"). On the Notice Date, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement [~~twice a day~~ *three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM*] for a period of [~~60~~ 45] days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 15 days of the Board and Delegates meetings to vote on these amendments.

(2) In order for new Bylaws to be adopted, or these Bylaws amended or repealed and subject to Section 1(B)(3) below: (i) except as provided in Section 1(B)(3) below, the proposed amendment(s) must be approved by the majority of all Directors on the Board and by the majority vote of all the Delegates of at least three of the Foundation radio stations. The Delegates shall vote on the proposed amendment(s) [~~within the same calendar month as the Board;~~ *within the 60 day period beginning with the voting date of the PNB;* or (ii) in the case of amendment(s) proposed by Member petition pursuant to Section 1(A)(3) above, said proposed amendment(s) must first be presented to the Board and the Delegates for approval as set forth in Section 1(B)(2)(i) above. If any proposed amendment is approved by the Board and the Delegates, then, unless membership approval is required under Section 1(B)(3) below, the amendment shall be adopted. If any proposed amendment is not approved by the Board and Delegates, then it shall be submitted to the Members for approval and shall be adopted if approved by the Members as set forth in Section 1(B)(4) below. *Voting shall be completed by December 31 of the year in which the amendments are proposed.*

Submitted by:

George Reiter, Marcel Reid, Kathy Davis, Bill Crosier, Lydia Brazon, Wesley Bethune, Teresa Allen