

Comparison of Current and New Bylaws

This is a summary that compares the [current Pacifica Bylaws](#), approved in 2003 with amendments since then, and the new proposed [Amended and Restated Bylaws of 2019](#). For detailed comparison, please refer to those documents. This comparison is followed by a consolidated markup of the current Pacifica ByLaws with text struck through and new text underscored.

Membership Contribution.

Under the proposed new Bylaws:

The Listener-Sponsor annual Membership contribution will be \$50, or fifteen (15) hours of volunteer service.

Staff-Membership requirements are unchanged.

Under the current Bylaws:

Listener-Sponsor annual Membership contribution is \$25, or three (3) hours of volunteer service.

Changes in Board of Directors: Composition and Manner of Election.

Under the proposed new Bylaws:

The Board of Directors will consist of 11 Directors: Six (6) At-Large Directors and five (5) Station- Representative Directors. There will be no designated "Affiliate" Directors' seats on the new board.

The six At-Large Directors will be elected by the Board of Directors as a whole (except for the Transition Board, see below.)

The five Station-Representative Directors will be elected directly by the membership at each station (KPFA, KPFK, KPFT, WBAI and WPFW), one from each station, with both listener-members and staff- members voting together.

There will be no Staff seats on the new Board of Directors.

Under the current Bylaws:

The Board of Directors consists of 22 members: 20 Directors elected by the Delegates (members of the Local Station Boards) – 4 from each of the five Pacifica stations -- plus 2 "Affiliate" Directors are elected by the Board of Directors from nominees from stations which air some Pacifica programming but are not owned by the Pacifica Foundation.

Currently, the Delegates at each station each year elect 3 listener members and 1 staff member from among

themselves to serve on the national Board of Directors.

Directors' Terms and Term Limits

Under the proposed new Bylaws:

Directors' terms will be three (3) years with a two-term limit, requiring a 1-year hiatus before being eligible to run again. Terms will be staggered so no more than 1/3rd of the terms will expire in any given year.

Under the current Bylaws:

Directors' terms are one (1) year. Directors may serve no more than 5 consecutive years.

Local Station Boards and Delegates

Under the proposed new Bylaws:

There will be no Delegates, no Delegate elections, and no Local Station Boards. The members of the current Local Station Boards may join their station's Community Advisory Board (CAB) but will have no role in governance. A CAB is required at each station by the Corporation for Public Broadcasting and will operate under the CPB requirements. <https://www.cpb.org/stations/certification/cert3>

Under the current Bylaws:

The members at each station elect 24 Delegates – 18 elected by the Listener-Sponsor Members and 6 elected by the Staff Members. Half of them are elected in each of two consecutive years, and the third year there is no election.

The Delegates elect from among themselves 4 Directors each year – 3 Listener-Sponsor Members and 1 staff Member.

In addition to electing Directors, the Delegates serve on Local Station Boards (LSBs) for their stations, with the station General Manager as a non-voting member.

Eligibility for Service on the Board of Directors

Under the proposed new Bylaws:

Staff-Members and persons hosting or helping to produce a regular program airing on any Pacifica radio station will not be eligible for service on the Board of Directors, nor are any station or Pacifica Foundation employees.

No person who holds an elected office, or is running for election for office, at any level of government (federal, state or local) will be eligible for service on the Board.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second

degree of consanguinity or affinity may serve on the Board at the same time.

Station-Representative Directors must be Listener-Sponsor Members in good standing of their station at the time of nomination.

At-Large Directors may be recruited by the Board of Directors based upon needed skills on the board and/or background and accomplishments in fields related to the Foundation's core "peace and justice" mission.

Under the current Bylaws:

Three of the 4 Station Representative Directors from each station each year are Listener-Delegates, and 1 is a Staff-Delegate.

No person who holds any elected or appointed public office at any level of government -- federal, state, or local -- or is a candidate for such office, is eligible to serve on the Board.

There is no consanguinity rule under the current Bylaws.

Reduction in Number of Elections

Under the proposed new Bylaws:

After the transition, there will be 1 election every 3 years at each station where Listener-Members and Staff-Members, voting all together, directly elect one Station-Representative Director for their station. There will be no additional elections of Directors or Delegates by the Members.

Under the current Bylaws:

There are 2 elections in every 3 years. The members elect half of their 24 Delegates (18 Listener Delegates and 6 Staff Delegates) in each of the two elections in consecutive years. The third year there is no election.

Members' Rights

Under the proposed new Bylaws:

Listener-Sponsor Members and Staff-Members vote together in the election of their Station Representative Director once every three years.

Members' rights will remain unchanged as to inspection of Minutes and records.

Quorum will be reduced but voting rights will remain unchanged on the sale, exchange, transfer or disposition of all or substantially all of the Foundation's assets; on the sale, exchange, transfer or disposition of any of the Foundation's broadcast licenses; on any merger, its principal terms and any amendment of its principal terms.; on any election to dissolve the Foundation.

Members will have the right to recall their elected Station-Representative Directors.

Staff Members will no longer be eligible to serve on the Board of Directors.

Under the current Bylaws:

Listener-Sponsor Members and Staff-Members vote separately in the Delegate elections two out of every three years. The Delegates then elect from among themselves 3 Listener-Sponsor Member Directors and 1 Staff-Member Director from each station each year.

Amending the Bylaws

Under the proposed new Bylaws:

The Board will be able to amend the bylaws by a 2/3rd majority vote of all the Directors, provided written notice is posted on the Foundation and station websites and a means is provided for members to submit comments to the Board prior to the vote.

The Members will be able to propose Bylaws amendments, by a petition of 1% of the Membership and a majority vote of the Members.

No Amendments changing the number or manner of nomination of Directors of either class may be adopted without a vote of approval of the Members.

No Amendments that would adversely affect the rights of the Members, or any class of Members, may be adopted without a vote of approval of the Members, or class of Members, as the case may be.

Quorum for membership balloting will be 5% of the membership.

Under the current Bylaws:

Currently, amending the bylaws requires the majority vote of all the Directors plus a majority vote of all the Delegates of at least three (3) stations. Members may also propose amendments by petition signed by 1% of the Membership and, if their proposed amendments are not approved by the Directors and Delegates, then the Members may adopt the amendments by a majority vote of the Members.

No amendments that materially adversely affect the rights of the Members, or any class of Members may be adopted without the vote of approval of the Members, or class of Members, as the case may be.

Voting on any amendments must be completed by December 31st of the same calendar year as the amendments are proposed. Amendments proposed by petition of the Members are considered "proposed" when they are submitted to the Secretary of the Foundation.

Quorum for membership balloting is currently 10% of the listener membership and 25% of the staff membership.

Transition Board Provisions

Under the Proposed New Bylaws

Six Transition At-Large Directors will be seated at a Board meeting during the last two weeks of January 2020. They are: Heidi Boghosian, Judy Graboyes, Bob King, Barbara Ransby, Walter Riley, and Norman Stockwell. Their biographies are posted [here](#).

If any of those six becomes unable to serve before the first meeting of the new Transition Board in January, then those remaining will select alternates in the order they choose from the following alternates: Terri Burke, Mustafaa Carrol, and Louis Vandenberg. Their biographies are posted [here](#).

The 5 Transition Station Representative Directors will be elected by the members early next year and will be seated at a Board meeting during the first 2 weeks in May 2020.

The 2019 Board's terms will expire upon the commencement of the January Transition Board meeting.

[MARKUP VERSION]

**AMENDED AND RESTATED BYLAWS
OF**

PACIFICA FOUNDATION, INC.

A California Nonprofit Public Benefit Corporation

(Amended and Restated as of December ____, 2019)

~~Article One, Identity and Purpose~~

ARTICLE I. NAME AND LOCATION

Section 1.

NAME

~~The name of this corporation is the PACIFICA FOUNDATION, and it shall be referred to in these Bylaws as the "Foundation".~~

The name of this organization is Pacifica Foundation, Inc. (hereafter "The Foundation")

~~Section 2: Purposes~~

[See new Article II, Section 2]

~~The purposes of the Foundation, as stated in Article II of the Articles of Incorporation, are as follows: To establish a Foundation organized and operated exclusively for educational purposes no part of the net earnings of which inures to the benefit of any member of the Foundation. To establish and operate for educational purposes, in such manner that the facilities involved shall be as nearly self-sustaining as possible, one or more radio broadcasting stations licensed by the Federal Communications Commission ("Commission") and subject in their operation to the regulatory actions of the Commission under the Federal Communications Act of 1934, as amended. In radio broadcasting operations to encourage and provide outlets for the creative skills and energies of the community; to conduct classes and workshops in the writing and producing of drama; to establish awards and scholarships for creative writing; to offer performance facilities to amateur instrumentalists, choral groups, orchestral groups and music students; and to promote and aid other creative activities which will serve~~

~~the cultural welfare of the community. In radio broadcasting operations to engage in any activity that shall contribute to a lasting understanding between nations and between the individuals of all nations, races, creeds and colors; to gather and disseminate information on the causes of conflict between any and all of such groups; and through any and all means compatible with the purposes of this Foundation to promote the study of political and economic problems and of the causes of religious, philosophical and racial antagonisms. In radio broadcasting operations to promote the full distribution of public information; to obtain access to sources of news not commonly brought together in the same medium; and to employ such varied sources in the public presentation of accurate, objective, comprehensive news on all matters vitally affecting the community~~

~~Section 3:~~
~~Principles~~

~~The Foundation is committed to peace and social justice, and seeks to involve in its governance and operations individuals committed to these principles.~~

~~Section 4:~~
~~Commitment to~~
~~Diversity~~

~~The Foundation is committed to diversity and inclusion of all nations, races, ethnicities, creeds, colors, classes, genders, sexual orientations, ages and people with disabilities in its programming, staff, management, committees and governance~~

~~Section 1: Principal~~
~~Office~~

~~The principal office and place of business of the Foundation shall be located in the County of Alameda, State of California, or at such other place as the Board of Directors may designate.~~

~~Section 2: Other~~
~~Offices~~

~~The Foundation shall also have other offices at other places within or without the State of California as the Board of Directors may from time to time designate.~~

Section 2.
LOCATION

The principal office for the transaction of the business of the corporation is located at

1929 Martin Luther King Jr. Way, Berkeley, Alameda County, California. The Directors may change the principal office from one location to another. Any change of location shall be noted by the Secretary in these Bylaws.

ARTICLE II. PURPOSE

Section 1. NON-PROFIT PURPOSE

The Foundation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for public purposes.

Section 2. SPECIFIC PURPOSES

The specific purposes of the Foundation, as stated in Article II of the Articles of Incorporation, are as follows:

"To establish a Foundation organized and operated exclusively for educational purposes no part of the net earnings of which inures to the benefit of any member of the Foundation.

"To establish and operate for educational purposes, in such manner that the facilities involved shall be as nearly self-sustaining as possible, one or more radio broadcasting stations licensed by the Federal Communications Commission ("Commission") and subject in their operation to the regulatory actions of the Commission under the Federal Communications Act of 1934, as amended.

"In radio broadcasting operations to encourage and provide outlets for the creative skills and energies of the community; to conduct classes and workshops in the writing and producing of drama; to establish awards and scholarships for creative writing; to offer performance facilities to amateur instrumentalists, choral groups, orchestral groups and music students; and to promote and aid other creative activities which will serve the cultural welfare of the community.

"In radio broadcasting operations to engage in any activity that shall contribute to a lasting understanding between nations and between the individuals of all nations, races, creeds and colors; to gather and disseminate information on the causes of conflict between any and all of such groups; and through any and all means compatible with the purposes of this Foundation to promote the study of political and economic problems and of the causes of religious, philosophical and racial antagonisms.

“In radio broadcasting operations to promote the full distribution of public information; to obtain access to sources of news not commonly brought together in the same medium; and to employ such varied sources in the public presentation of accurate, objective, comprehensive news on all matters vitally affecting the community.”

ARTICLE III. Members of the Foundation

ARTICLE III. MEMBERSHIP

Section 1. MEMBERS DEFINED

There shall be two classes of members: (A) "Listener-Sponsor Members" and (B) "Staff Members", who shall collectively be referred to as "Members."

A. Listener-Sponsor Members. "Listener-Sponsor Members" shall be any natural persons who within the preceding 12-month period: (1) have contributed a minimum of ~~\$25~~ \$50 to any Foundation radio station, or such minimum amount as the Board of Directors may from time to time decide; or (2) have volunteered a minimum of ~~three (3)~~ fifteen (15) hours of service to any Foundation radio station. Said contribution shall be considered non-refundable. Said volunteer work shall be performed under the supervision of the Foundation radio station management, ~~and shall include volunteer work on committees of the Local Station Board.~~ and shall be recorded in a volunteer logbook maintained by station management. Where a contribution is made jointly by two individuals and the contribution is in an amount equal to or more than the annual membership contribution required for two memberships (as set by the Board from time to time), then each of the joint donors shall be considered an individual and separate Listener- Sponsor Member. (For example, if John and Mary Smith jointly contribute \$100.00 or more, then John Smith and Mary Smith will each be Members and will each have individual and separate Membership rights. However, if John and Mary Smith jointly contribute \$90.00, then they shall jointly share one membership.)

B. Staff Members: "Staff Members" shall be: (1) any non-management full-time or part-time paid employee of a Foundation radio station; or (2) any member of a Foundation radio station "Unpaid Staff Organization" or "Unpaid Staff Collective Bargaining Unit" which has been recognized by station management, or, if the station

has neither such organization or bargaining unit, then any volunteer or unpaid staff member of a Foundation radio station who has worked for said radio station at least 30 hours in the preceding 3 months, exclusive of fund-raising marathon telephone room volunteer time. Said volunteer work shall be performed under the supervision of the Foundation radio station management ~~and shall not include volunteer work on committees of a Local Station Board.~~ Radio station management employees and Foundation staff employees who are not employed at a Foundation radio station shall not qualify as Staff Members, however, such employees may qualify as Listener-Sponsor Members by contributing the requisite minimum dollar amount as set forth in Section 1(A) of this Article of these Bylaws.

Section 2.

TERM

Membership terms shall be considered "rolling," and calculated forward from the last date of a Member's qualifying act. For example, if a Listener-Sponsor Member makes a qualifying contribution on January 1, 2019 and does not make any additional contribution or volunteer at least the minimum number of hours within the following 12-month period, said Member's membership would expire on December 31, 2019. If, however, in the same example, said Member makes a qualifying contribution on August 1, 2019, or volunteers for at least the minimum number of hours, then their membership will not expire until July 31, 2020, provided no additional contribution or volunteer time is made after the August 1, 2019 contribution.

A Listener-Sponsor membership term shall expire twelve (12) months from that date on which said Member: (A) contributed ~~a minimum of \$25 to any Foundation radio station,~~ or such minimum amount as the Board of Directors may from time to time decide; or (B) volunteered ~~a minimum of 3~~ the minimum hours of service to any Foundation radio station.

A Staff membership term shall expire: (A) on that date on which ~~s/he is~~ they are no longer a member of a radio station Unpaid Staff Organization or Bargaining Unit, or if the radio station has no such organization, then on that date on which ~~s/he~~ they failed to volunteer a minimum of 30 hours in the preceding 3-month period; or (B) upon termination of employment as a non-management employee of a Foundation radio station, as applicable.

~~Membership terms shall be considered "rolling," and calculated forward from the last date of a Member's qualifying act. For example, if a Listener-Sponsor Member makes a \$25 contribution on January 1, 2003 and does not make any additional contribution or volunteer at least 3 hours within the following 12-month period, said Member's~~

~~membership would expire on December 31, 2003. If, however, in the same example, said Member contributes at least \$25 on August 1, 2003, or volunteers for at least 3 hours, then his/her membership will not expire until July 31, 2004, provided no additional contribution or volunteer time is made after the August 1, 2003 contribution.~~

Section 3. MEMBERSHIP AFFILIATION BY RADIO STATION

All Members shall be members of the Foundation. For purposes of voting and exercising their rights hereunder, Members shall be affiliated with one of the Foundation's five radio stations: KPFA in Berkeley, California, KPFK in North Hollywood, California, WBAI in New York, New York, KPFT in Houston, Texas, or WPFW in Washington, D.C. Members shall be affiliated with that Foundation radio station: (A) in the case of a Listener-Sponsor Member, to which said member made a contribution or volunteered time in the preceding 12 months; or (B) in the case of a Staff Member, by which said member is employed or for which said member volunteers and/or serves as unpaid staff. Each Foundation radio station shall maintain a register of its Listener-Sponsor Members and Staff Members. ~~In the event that~~ If a person qualifies for membership affiliation with more than one Foundation radio station, ~~s/he~~ they shall be entitled to only one membership and shall notify the Foundation and each applicable Foundation radio station of which radio station they wish to be affiliated as a Member. If a Member does not notify the Foundation of which radio station ~~s/he wishes~~ they wish to be affiliated, ~~s/he~~ they shall be deemed to be affiliated with that radio station to which said Member last contributed or volunteered. If a person qualifies as both a Listener-Sponsor Member and as a Staff Member, such person shall be deemed to be a Staff Member.

~~Section 4: Waiver of Requirements~~

~~The Local Station Board for each Foundation radio station (also referred to herein as "LSB") may adjust or waive the contribution requirement for Listener-Sponsor Membership set forth in Section 1(A) of this Article of these Bylaws on a case-by-case basis for reasons of financial hardship, where said LSB, in its discretion, determines that the proposed member has demonstrated a sincere interest in becoming a Member of the Foundation and is also genuinely unable to afford the contribution amount or to volunteer the minimum 3 hours of service.~~

~~Section 5.~~

Section 4. RIGHTS

All Members shall have all rights granted to them by law or by these Bylaws, including without limit the right to vote, on the terms and in the manner set forth in these Bylaws, on the election and removal of ~~Delegates~~; the Station Representative Director for the radio station to which their membership is affiliated, on the sale, exchange, transfer or disposition of all or substantially all of the Foundation's assets; on the sale, exchange, transfer or disposition of any of the Foundation's broadcast licenses; on any merger, its principal terms and any amendment of its principal terms; on any election to dissolve the Foundation; on any amendment to these Bylaws for which Member approval is required or permitted as set forth in ~~Section 1(B) of Article 17~~ Article XII of these Bylaws; and on any amendment to the Articles of Incorporation.

~~Section 6: Meetings of the Members.~~

~~A. ANNUAL MEETING No annual meeting of the Members shall be required.~~

~~B. SPECIAL MEETINGS The Board of the Directors, a Local Station Board, the Foundation's Executive Director, the Chairperson of the Board, or one percent (1%) or more of the Members may call a special meeting of the Members for any lawful purpose at any time. Said request for a special meeting shall be made in writing and shall specify the general nature of the business proposed to be transacted at said meeting. Said written request must be submitted to the Chairperson of the Board, the Executive Director or the Foundation's Secretary. The officer receiving the request must promptly give notice to all Members of record entitled to vote. Said notice must state the location, date and time of the meeting, specify the general nature of the business to be transacted and provide that no other business than that set forth in said notice shall be transacted at said meeting. Said notice shall be given at least 20 days and no more than 90 days before the meeting date. The meeting date must be at least 35 days, but no more than 90 days after receipt of the written request for the special meeting. If notice of the special meeting is not provided to the Members within 20 days after the written request is received, the person(s) requesting the meeting may give notice to the Members in a manner consistent with this Section. Voting on any matter discussed at a special meeting shall be by written ballot consistent with the provisions of Section 8 of this Article of the Bylaws.~~

~~C. ACTION IN LIEU OF A MEETING Any action that may be taken at any special meeting of Members may be taken without a meeting if the Foundation distributes, or otherwise makes available, a written ballot to every Member entitled to vote on the matter. Such written ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, provide a reasonable time within which to return the written ballot to the Foundation and otherwise conform to the requirements of Section 8 of this Article of the Bylaws. Said ballots shall also be accompanied by brief written arguments in favor of and against the proposed action, which arguments may be prepared and submitted by the Board of Directors, any LSB or by 10 or more Members, if they are provided no later than thirty (30) days prior to the date of mailing of said ballot.~~

Section 7: Quorum

[See new Article IV, Section 3]

~~For purposes of any election or written ballot, a quorum of the Listener Sponsor Members shall be ten percent (10%) of those Listener Sponsor Members entitled to vote on the matter as of the applicable record date. A quorum of the Staff Members shall be one-fourth (1/4) of those Staff Members entitled to vote on the matter, as of the applicable record date. A quorum for any action requiring the approval of "the Members", as opposed to a separate vote by each class of Members, shall be 10% of all Members entitled to vote on the matter as of the applicable record date.~~

Section 8: Voting: Voting by Written Ballot

[See new Article IV, Section 2]

~~To ensure the opportunity for all Members to participate in the voting process, all voting shall be by written ballot distributed by mail, or otherwise made available, by the Foundation, or the Local Station Board with which the Members are affiliated, as appropriate, to each of the Members entitled to vote.~~

~~A. ELIGIBILITY TO VOTE~~

~~All Members in good standing on the record date as determined under Section 10 of this Article of these Bylaws shall be entitled to vote by written ballot as to any matter that properly comes before the Members for a vote.~~

~~B. DISTRIBUTION OF BALLOTS~~

~~The Foundation shall make reasonable efforts to distribute, or otherwise make available, one written ballot to each Member entitled to vote on the matter. Where the Members are required to vote in classes, there shall be a ballot for Listener Sponsor Members and a separate ballot for Staff Members. In the case of election of Delegates, there shall also be separate sets of ballots for the Members affiliated with each Foundation radio station. The ballots shall be mailed, or notice of the posting of the ballot on the Foundation's website shall be delivered, to Members at their postal address or electronic mailing address of record. All solicitations of votes by written ballot shall: (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for the election of Delegates, the percentage of approvals necessary to pass the measure or measures; (3) specify the time by which the ballot must be received in order to be counted; (4) include instructions for where to return the completed ballot; and (5) provide a reasonable time in which to return the ballot to the Foundation. With the exception of ballots related to the election of Delegates, each ballot so distributed shall also: (6) set forth the proposed action; and (7) give the Members an opportunity to specify their approval or disapproval of each proposal. Ballots relating to the~~

~~election of Delegates shall also: (8) set forth the names of the candidates; and (9) give the Member an opportunity to select his/her choice(s) or rank his/her choices. The Foundation may, in its discretion, provide a secure means of voting by electronic means via the internet, provided however that Members shall still have the option of returning written ballots by mail. Any such internet voting shall have a coded system to identify Members and to prevent Members from casting more than one vote electronically or from voting by both mail and by internet.~~

~~C. NUMBER OF VOTES AND APPROVALS REQUIRED~~

~~Each Member shall be entitled to cast one vote on each matter submitted to the vote of the Members. Approval by written ballot shall be valid only when: (1) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to authorize the action; and (2) the number of approvals equals or exceeds the percentage of votes required for approval of said action as set forth in these Bylaws. Unless otherwise specifically set forth in these Bylaws, when the Members vote in classes, a vote of a majority of those Listener-Sponsor Members voting in any matter and a vote of a majority of those Staff Members voting in any matter, provided that a quorum of votes for each class is obtained, shall be sufficient to approve an action or consent to any matter. Unless otherwise specifically set forth in these Bylaws, when the Members vote collectively as a group, a majority vote of the Members together, provided there is a quorum, shall be sufficient to approve an action or consent to any matter.~~

~~D. VALIDITY OF WRITTEN BALLOT~~

~~A PIN identification system shall be used, whereby each Member entitled to vote will be assigned a PIN Number that is printed on the ballot. The Foundation is entitled to reject a ballot if the ballot does not bear, or does not bear a valid, PIN Number. The Foundation and any officer or agent thereof who accepts or rejects a ballot in good faith and in accordance with the standards of this Section shall not be liable in damages to the Member for the consequences of the acceptance or rejection of his/her ballot. Action by the Foundation or its agent(s) based on the acceptance or rejection of a ballot under this Section is valid unless a court of competent jurisdiction determines otherwise.~~

~~E. ELECTION AND VOTING SUPERVISION~~

~~Consistent with the provisions of Article 4 of these Bylaws, the Members' elections of Delegates shall be supervised by a national elections supervisor and local elections supervisors and all said ballots shall be counted under their supervision at such place or places designated by the national elections supervisor. All other voting by Members shall be supervised by the Board of Directors, or the Board's designated agent, which shall also be responsible for ensuring and monitoring compliance with its voting procedures and processes and for counting ballots consistent with these Bylaws.~~

Section 9: Manner of Notice

~~Whenever notice to Members is required under these Bylaws, notices shall be submitted, at the Foundation's sole discretion, either personally, by first class,~~

~~registered or certified mail, by electronic mail or by other means of written communication, charges, pre paid, and shall be addressed to each Member entitled to vote at the postal address or email address of that Member as it appears on the Foundation's books or at the address given by the Member to the Foundation for purposes of notice. If no address appears on the Foundation's books and no address has been given, then notice shall be deemed to have been given if notice is broadcast at least twenty one (21) times on the Foundation radio station with which the Member is affiliated. Such broadcast notice shall be made at least 3 times per day on 7 consecutive days and shall state the web page address where the full notice is posted.~~

~~Section 10. Record Date~~

[See new Article IV, Section 4]

~~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.~~

~~Section 11. Proxies Not Permitted~~

[See new Article IV, Section 5]

~~The voting rights of the Members shall be exercised by the Member personally and may not be exercised by alternates, by proxy, or the like.~~

ARTICLE IV. MEMBERSHIP MEETINGS

Section 1. MEMBERSHIP MEETINGS

Meetings of Members for any lawful purpose may be called by the Board, the Chair of the Board, or the Executive Director. In addition, special meetings of members for any lawful purpose may be called by 5 percent or more of the members.

Meetings of the membership may be held by video conference pursuant to section

5510 of the California Nonprofit Public Benefit Corporation Law.

A quorum for a membership meeting shall be 5% of the members.

Section 2. ACTION BY MEMBER VOTE

The Board of Directors, the Foundation's Executive Director, the Chairperson of the board, or one (1%) or more of the Members may call for any lawful action by the Members by vote. The members may call for action by submitting a petition signed by one percent (1%) of the Members, or one percent (1%) of the Members of the affected station as may be applicable, stating the action to be taken in the form of a resolution to be voted upon by the Members. The only instances in which Members would vote separately by station affiliation would be in the election or recall of their Station Representative Director. The Foundation shall make available a written or electronic ballot to every Member entitled to vote on the matter. Such written or electronic ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, provide a reasonable time within which to return the written ballot to the Foundation. Said ballots shall also be accompanied by brief written arguments in favor of and against the proposed action, which arguments may be prepared and submitted by the Board of Directors or by 10 or more Members, if they are provided no later than fifteen (15) days prior to the date of the making available of said ballot.

Section 3. QUORUM FOR ACTION BY VOTE

A quorum for any action by membership vote shall be 5% of the members, or 5% of the members associated with that station.

Section 4. RECORD DATE

The record date for purposes of determining the Members entitled to vote or entitled to exercise any other lawful membership action, shall be set by the Executive Director, or by an Election Supervisor appointed by the Executive Director, and shall be 45 to 60 days before the day on which the first written or electronic ballot is distributed or made available to the Members.

Section 5. NO PROXIES

The voting rights of the Members shall be exercised by the Member personally and may not be exercised by alternates, by proxy, or the like.

Article IV. Delegates

Section 1: Delegates Defined

The Members of each class for each Foundation radio station shall separately elect Delegates who shall serve as representatives of the Members in the election of Foundation Directors from each radio station area and who shall have such other duties and powers as are specified in these Bylaws.

Section 2: Eligibility; Nomination of Delegates

A. ELIGIBILITY

Any Listener-Sponsor Member in good standing, except radio station management personnel or Foundation management personnel or staff members, may be nominated for the position of Listener-Sponsor Delegate for the Foundation radio station with which s/he is affiliated by the signatures of fifteen (15) Listener-Sponsor Members in good standing who are also affiliated with that radio station, provided, however, that no person who holds any elected or appointed public office at any level of government, federal, state, or local, or is a candidate for such office shall be eligible for election to the position of Delegate. A Delegate shall be deemed to have resigned the position of Delegate if s/he becomes a candidate for public office or accepts a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies. Any Staff Member in good standing may be nominated for the office of Staff Delegate for the Foundation radio station with which s/he is affiliated by the signatures of five (5) Staff Members in good standing who are also affiliated with that radio station, provided, however, that no person who holds any elected or appointed public office at any level of government, federal, state, or local, or is a candidate for such office shall be eligible for election to the position of Delegate. A Delegate shall be deemed to have resigned the position of Delegate if s/he becomes a candidate for public office or accepts a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental

agencies.

B. NOMINATION PROCEDURES

~~Each Member seeking to be a nominee shall submit: (1) the required number of nominating signatures on the form provided by the local elections supervisor; (2) a statement of whether the candidate is running for election as a Listener Sponsor Delegate or a Staff Delegate; (3) a written statement of up to 500 words in length by the candidate introducing himself/herself and his/her interest in, or qualifications for, serving as a Delegate, which statement shall be distributed, or otherwise made available, to the Members entitled to vote along with the written ballot; and (4) a statement acknowledging that s/he has read and understood the "Fair Campaign Provisions" set forth in Section 6 of this Article of the Bylaws. The names of up to five (5) of the candidate's nominators may be listed at the end of a candidate's statement. Each candidate also may, but is not required to, for informational purposes indicate his/her gender and racial or ethnic heritage.~~

Section 3: Election of Delegates

~~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.~~

Section 4: Election Supervisors

~~A. NATIONAL ELECTIONS SUPERVISOR In March of each year in which there will be an~~

~~election of Delegates by the Members, or by a date no less than 90 days before nominations are set to open, whichever is earlier, the Executive Director shall appoint a national elections supervisor whose role shall be to oversee and certify the fairness of the Delegates elections in each station area and to confirm said elections' compliance with these Bylaws. The national elections supervisor shall also oversee the nominations process, the preparation of the ballots and the counting of the ballots and shall prepare a written statement reporting the results of every election for distribution to the Members or posting on the Foundation's and radio station's websites. To be eligible for appointment to the position of the national elections supervisor, said person shall not be an employee of the Foundation or any Foundation radio station or a Delegate, Officer, or Director of the Foundation or any LSB, or a radio station staff member, paid or unpaid. The national elections supervisor should be experienced with election procedures and supervision and preferably recommended by an organization experienced in elections procedures and supervision. The national elections supervisor does not have to be a Member of the Foundation. Upon the completion of, and certification of the results for, all of the elections, the national elections supervisor's term shall end.~~

~~B. LOCAL ELECTION SUPERVISORS~~

~~In preparation for an election of Delegates, the National Elections Supervisor shall appoint, subject to approval of the Executive Director, a local election supervisor for each Foundation radio station area. A local elections supervisor may not be an employee of the Foundation or any Foundation radio station or a Delegate, Officer, or Director of the Foundation or any LSB, or a radio station staff member, paid or unpaid. The local elections supervisors preferably should be experienced with election procedures and supervision. Under the direction and supervision of the National Elections Supervisor, each local election supervisor shall coordinate the elections of the Delegates for the radio station area to which s/he is assigned to ensure a fair election in compliance with the terms of these Bylaws. His/her duties shall include preparing a nomination petition form for use by all potential nominees, reviewing each potential candidate's nomination papers for eligibility and completeness, overseeing the preparation and distribution of the election ballot, closing the election, and counting and assisting with ballot counting, as requested. To assist him/her in the conduct and oversight of the election, each local elections supervisor may appoint a committee of volunteer Members, all of which volunteer Members the local elections supervisor must, in good faith and in~~

~~his/her sole discretion, believe to be neutral individuals. Said committee shall consist of that number of volunteer Members the local elections supervisor deems necessary. The local elections supervisors do not have to be Members of the Foundation. Upon the completion of, and certification of the results for, the elections s/he supervised, each local elections supervisor's term shall end.~~

Section 5: Election Time Frame

~~In a Delegate election year, the nominations period for seats being vacated shall open on June 1 and remain open for thirty (30) days, closing on June 30. The national and local election supervisors shall thereafter prepare the written ballots for each radio station, listing all of the candidates and setting forth all other information required by these Bylaws. Ballots shall be mailed, or otherwise made available, to the Members on August 15 (or the following day if August 15 is a mail holiday). To be counted a ballot must be received on or before September 30 (the "Election Close Date").~~

~~All ballots shall be held sealed until the Election Close Date. If the required quorum of ballots is not received by the Elections Close Date, then the Elections Close Date shall be extended by up to four additional weeks until closed by the National Election Supervisor. The national and local elections supervisors shall have up to 15 days after the Election Close Date to count the ballots and to certify the results to the LSBs, the Board, and the Members, which results must be reported by October 15 or, if the Election Close Date was extended, by 15 days after the extended Election Close Date, and shall be posted on the Foundation's and the radio stations' websites. If no quorum of ballots is obtained by the extended date, then those Delegates whose terms would have expired upon the election of new Delegates shall remain in office until the next regularly scheduled Delegate election.~~

~~If in the year preceding Delegate elections, the Pacifica National Board determines by a 2/3 vote of the total number of Directors conducted by email or paper ballot, that the schedule above cannot be executed due to exigent circumstances, they may by November 30 adopt a schedule subject to the constraints herein:~~

~~1) Avoids where possible conflicts between major fund drives and the period between the close of nominations and the election close date~~

~~2) Includes a period of not less than 30 days for nomination of candidates; 3) Allows no less than 35 days after the mailing of ballots, on or before which completed ballots must be received to be counted ("Election Close Date") 4) Provides that all other intervals within the time-line remain as stated in the preceding paragraph, and~~

~~5) Allows for seating in December as provided for in Article 7, Section 6 (B).~~

Section 6: Fair Campaign Provisions

~~No Foundation or radio station management or staff (paid or unpaid) may use or permit the use of radio station air time to endorse, campaign or recommend in favor of or against any candidate(s) for election as a Listener Sponsor Delegate, nor may air time be made available to some Listener Sponsor Delegate candidate(s) but not to others. All candidates for election as a Listener Sponsor Delegate shall be given equal opportunity for equal air time, which air time shall include time for a statement by the candidate and a question and answer period with call-in listeners. No Foundation or radio station management or staff (paid or unpaid) may give any on-air endorsements to any candidate(s) for Listener Sponsor Delegate. The Board of Directors may not, nor may any LSB nor any committee of the Board or of an LSB, as a body, endorse any candidate(s) for election as a Delegate. However, an individual Director or Delegate who is a Member in good standing may endorse or nominate candidate(s) in his/her individual capacity. In the event of any violation of these provisions for fair campaigning, the local elections supervisor and the national elections supervisor shall determine, in good faith and at their sole discretion, an appropriate remedy, up to and including disqualification of the candidate(s) and/or suspension from the air of the offending staff person(s) (paid or unpaid) for the remainder of the elections period. All candidates and staff members (paid and unpaid) shall sign a statement certifying that they have read and understood these fair campaign provisions.~~

Section 7: 2003 Transition Election

~~Following the adoption of these Bylaws, and consistent with that Settlement Agreement dated December 12, 2001, there shall be an election for all Delegates for each radio station area. The interim Board of Directors, by resolution, shall establish a nomination and election~~

~~time frame for said elections, which time frame may be shorter and on dates other than those set forth in Section 5 of this Article of these Bylaws. For this transition election only, the 3 Staff Delegates and 9 Listener Sponsor Delegates for each radio station highest ranked in this first election shall serve for a term expiring December 2006, and the next highest ranked 3 Staff Delegates and 9 Listener Sponsor Delegates shall serve for a term expiring in December 2004. Beginning with the 2004 election of Delegates, Delegate elections shall thereafter proceed in accordance with the remainder of the provisions of this Article of these Bylaws.~~

Section 8: Terms of Office; Term Limits

~~A Delegate's term of office, shall be three (3) years, beginning in December. A Delegate may serve a maximum of two consecutive 3 year terms, and in no event more than six (6) cumulative years without a one year (12 consecutive months) break. If a Delegate serves as elected or alternate for an incomplete year, those month/s of service must be counted towards the six years cumulative limit. Only a one year (12 consecutive months) lapse as Delegate will trigger the reset of the 6 years cumulative limit.~~

~~A Delegate shall not be eligible for further service as a Delegate until one year has elapsed after the termination of the Delegate's second consecutive three-year term.~~

~~The term six years cumulative limit is also applicable regardless of which station or stations a Delegate has served as its Delegate. For example, if a Delegate serves six years on the Local Station Board at any station, that Delegate may not serve at another station where the Delegate may be a member, until one year has elapsed after the six years cumulative limit. Also, if any Delegate serves any portion of a term or the cumulative six years limit at one station that time of service carries over as cumulative toward service as a Delegate at another station.~~

Section 9: Removal of Delegates

~~Any delegate shall be removed from the position of Delegate, and cease to be a Delegate, upon the occurrence of any of the following: (A) said Delegate's death or resignation; (B) upon the occurrence of a disqualifying act, e.g. the appointment to an elected political office;~~

~~(C) failure of a Delegate to attend three consecutive Local Station Board meetings, which absences have not been excused by a majority vote of the LSB members present at the meetings in question; (D) upon the fair and reasonable determination, by a 2/3 vote of all the Directors of the Foundation, or a 2/3 vote of all the Delegates for the same radio station as the Delegate in question, at a meeting on said issue, after a review of the facts, that, in its sole discretion, said Delegate has exhibited conduct that is adverse to the best interests of the Foundation or the radio station; or (E) upon the majority vote of the class of Members associated with the radio station who originally elected the Delegate voting by written ballot in an election to remove said Delegate, provided that a quorum is established by written ballot, and further provided that before any such election may be held the Secretary of the appropriate Local Station Board shall first have received a petition signed by at least two percent (2%) of the appropriate class of Members affiliated with that radio station seeking said Delegate's removal due to conduct by the Delegate that is specifically alleged in the petition to be adverse to the best interest of the Foundation or the local radio station. In the event of a removal proceeding pursuant to this Section 9(D) or 9(E), the Delegate must be afforded reasonable and appropriate due process according to the circumstances, including notice and an opportunity to be heard at the meeting or in writing if a written ballot is submitted to the Members. Any Delegate who is removed who was simultaneously serving as a Foundation Director or an officer of the Foundation or an LSB shall also be deemed removed from any and all of these positions and from any positions on a committee that s/he held by reason of his/her role as a Delegate or Director. Notice of a meeting to remove a Delegate must be given in writing at least thirty (30) days in advance. A Delegate removed pursuant to this Section 9(D) or 9(E) shall not be eligible for reelection as a Delegate for a period of three (3) years.~~

Section 10: Filling of Vacancies

~~If a Delegate position becomes vacant mid-term, that Delegate shall be replaced for the remainder of his/her term by the highest ranked candidate from the last election of Delegates for that Class of Members for that station who was not elected and who is available and continues to meet the Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws. In the event that no eligible and available candidate from the last election is found, then the Delegates for that radio station shall appoint a Member of the~~

~~appropriate class to serve as Delegate and fill the seat for the remainder of the term.~~

~~Section 11: Compensation~~

~~Delegates shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.~~

~~Article V. Board of Directors of the Foundation~~

~~Section 1: Board of Directors – Eligibility, Number, Powers and Duties~~

~~A. DIRECTORS DEFINED~~

~~Directors are those natural persons who have been elected to and are serving on the Foundation's Board of Directors ("Board").~~

~~B. ELIGIBILITY~~

~~Any Delegate who is currently serving as a Delegate and has served at least one (1) year as a Delegate is eligible for election to the office of Director by the Delegates for his/her radio station area subject to Section 3 of this Article of the Bylaws. Any natural person who is not currently serving as a Delegate for any radio station area is eligible for nomination and election as an "affiliate" director or an "at large" director, subject to Section 4 or 5 of this Article of the Bylaws. Notwithstanding the foregoing, no person who holds any elected or appointed public office at any level of government — federal, state, or local — or is a candidate for such office, shall be eligible for election to the position of Director. A Director shall be deemed to have resigned the position of Director if s/he becomes a candidate for public office or accepts a political appointment during his or her term as a Director. This restriction shall not apply to civil service employment by governmental agencies.~~

~~C. NUMBER~~

~~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.~~

~~D. GENERAL POWER AND AUTHORITY~~

~~Subject to the provisions of the California Nonprofit Public Benefit Corporation law, and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members or Delegates of the Foundation, the activities and affairs of the Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.~~

~~E. SPECIFIC POWERS AND DUTIES~~

~~[See new Article VI, Section 2]~~

~~Without prejudice to the general power of the Board set forth above in Section 1D of this Article of these Bylaws, and subject to any limitations set forth in these Bylaws, the ongoing duties and powers of the board shall include, but not be limited to:~~

- ~~(1) Ensuring and facilitating fulfillment of the purposes of the Foundation as set forth in the Articles of Incorporation;~~
- ~~(2) Ensuring compliance with applicable state and federal laws;~~
- ~~(3) Ensuring the financial health of the Foundation by adopting and monitoring an annual budget and overseeing an independent annual audit of the Foundation's books and accounts;~~
- ~~(4) Ensuring regular communication with the Members;~~
- ~~(5) Appointing, supervising and discharging the Foundation's Executive Director, Chief Financial Officer and all Foundation officers, prescribing powers and duties for them as are consistent with the law and these Bylaws, and setting salaries~~

- and wages;
- ~~(6) Overseeing the conduct, management and control of the Foundation's affairs and activities, including the monitoring of the activities and actions of its radio stations and national staff consistent with applicable law and regulations, the Articles of Incorporation and these Bylaws;~~
- ~~(7) Meeting at such regular times and places as required by these Bylaws and meeting at such other times as may be necessary in order to carry out the duties of the Board;~~
- ~~(8) Registering their addresses, telephone numbers, facsimile telephone numbers and email addresses with the Foundation's Secretary. Notices of meetings mailed, transmitted by telecopier or facsimile, or emailed to them at such addresses shall be deemed valid notices thereof.~~

ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS

Section 1. ELIGIBILITY

To be eligible for nomination and election as Station-Representative director an individual must be a listener-sponsor member, as defined in Article III, Section 1.A, above, of the Pacifica radio station they are nominated to represent

An At-Large director nominee shall not be required to be a member prior to nomination but shall donate at least the minimum membership donation either to a Pacifica radio station or to the foundation at the time of their nomination.

No staff member, as defined in Article III, Section 1.B, above, nor any station or Foundation employee, nor any person who hosts or helps to produce a program regularly aired on any Pacifica radio station shall be eligible for service on the Foundation Board of Directors as an At- Large or Station Representative Director.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

No person who holds an elected office at any level of government, federal, state, or local, or is running for election for such an office, shall be eligible for nomination, election, or service on the Foundation Board of Directors. In this context "elected"

means chosen by a vote of eligible citizens by means of a publicly conducted official balloting.

Section 2. Term

~~The term of a Director shall be one (1) year. A Director may serve no more than five consecutive one-year terms. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's fifth consecutive one-year term.~~

Section 2. TERM AND TERM LIMITS

Each Director shall hold office for a three-year term. Directors' terms will commence on April 1st and expire on March 31st three years later, or as soon thereafter as their successor can be elected. A Director may serve up to two (2) consecutive terms, after which they must take a one-year hiatus, before being eligible for reelection. If a Director came on to fill a mid-term vacancy, for purposes of determining whether a term has been served and should be counted towards the term limit, service of 18 months or more, counted from the 1st day of the month when the Director took office, shall constitute a term. Service of less than 18 months shall not be considered a term.

Section 3. STAGGERED TERMS.

The Directors' terms shall be staggered so that no more than four Directors' terms expire each year. Two (2) of the six (6) At-Large Directors' terms shall expire each year, and one (1) or two (2) of the five (5) Station Representative Directors' terms shall expire each year. The Station- Representative elections shall rotate around the five stations, with two stations electing their representative directors in years 1 and 2, and one station electing their representative director in year 3. This three-year election cycle rotating through the five stations shall then commence again at the beginning.

Section 3: Nomination and Election of Station Representative Directors

~~A. NOMINATION Any current Delegate of any class of Members may nominate any other current Delegate of any class of Members serving the same radio station for the office of Director, provided that the nominee has served at least one year as a Delegate for that radio station. Said nominations shall be given in writing to the Recording Secretary for the radio station Local Station Board ("LSB") by December 31 prior to the election of Directors in January..~~

~~B. 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.~~
~~C. SEATING OF STATION REPRESENTATIVE DIRECTORS~~

~~All newly elected Station Representative Directors shall be seated at the Meeting of the Board of Directors held in late January each year, when their terms shall commence.~~

Section 4. NOMINATION AND ELECTION OF STATION REPRESENTATIVE DIRECTORS

Nominations shall open on December 15th and close on January 15th each year at those Pacifica- owned stations where their representative director's terms expire on March 31st.

Any Listener-Sponsor Member in good standing may be nominated for election to the Station Representative Director seat for the radio station with which they are affiliated by the nominating signatures of fifteen (15) Members in good standing who are also affiliated with that radio station. Nominees shall complete nomination form or forms which shall be made available on the Foundation web page, and they must submit them as directed on the web page and/or the form by the closing date of nominations. Nominees may also submit a statement of up to 500 words stating the reasons for their candidacy and may include one supporting statement of up to 200 words signed by up to 3 members in good standing supporting their nomination.

A Record Date shall be set between 45 and 60 days before the first ballots shall be made available. Listener-Sponsor Members and Staff Members in good standing on the Record Date shall be eligible to vote.

The Executive Director may appoint an Election Supervisor to conduct and oversee the election, or the election may be conducted under the supervision of the Foundation Secretary, in the discretion of the Executive Director.

The election shall be conducted as an Instant Runoff election, where each voter shall have one vote but may rank their choices on their ballots according to their preferences from first choice up to and including ranking as many of the candidates as the voter desires to rank.

If a Station-Representative Director election fails to reach the 5% quorum, then that Director's seat shall be filled by the Board of Directors for that term by instant-runoff

voting, including the vote of the Station-Representative Director whose seat is being filled if there is one.

~~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.~~

~~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.~~

~~Section 6: Transition Election~~

~~Following the adoption of these Bylaws, and within the time-frame established by the interim Board, and following the election of Delegates pursuant to Section 7 of Article 4 of these Bylaws, the Delegates from each station area shall meet and elect four (4) Directors : three (3) of whom shall be Listener-Sponsor Directors elected by Single Transferable voting, and one (1) of whom shall be a Staff Director elected by Instant Runoff Voting. For the purposes of this election only, and contrary to the provisions of Section 3(A) of this Article, one year's previous service as a Delegate shall not be an eligibility requirement. The term of these Station Representative Directors shall expire upon the election and seating of their successors in January 2005. In addition, nominations for the two (2) Affiliate Directors shall be opened.~~

Section 5. NOMINATION AND ELECTION OF AT-LARGE DIRECTORS

Any member of the Board of Directors or the Executive Director may nominate any eligible person to serve as an At-Large Director. The board may appoint a recruitment committee to assist in locating qualified individuals to serve as At-Large Directors. The Foundation Secretary shall verify each nominee's eligibility. In the nomination and election of At-Large Directors, the board shall consider skills and experience which are needed on the board and/or background and accomplishments in fields related to the

Foundation's core "Peace and Justice" mission.

Nominee's names and nomination packages shall be submitted to the full board no later than February 15th each year.

The nomination package will include, without limit, (1) a Curriculum Vitae or Resume, (2) a statement of up to 500 words by the nominee of any special skills or knowledge he or she brings, and (3) supporting statements from the Board Recruitment Committee and/or the Executive Director or Board member who nominated the candidate.

The ballots will be distributed to the board by electronic means on March 1st, or the first business day thereafter, and will be returned to the Secretary no later than March 10th for counting. The count shall be maintained as a secret ballot.

The ballots shall be counted, and the results announced no later than March 15th.

Those elected will serve terms commencing on April 1st following their election and expiring on March 31st three (3) years later, or as soon thereafter as a successor can be elected.

As there will normally be two At-Large Director seats open, each Director will have two votes. If for any reason there are more At-Large Director seats open (such as death, disability, resignation, removal) then each director will have the same number of votes as there are vacancies. Votes may not be cumulated, i.e., a Director may not cast more than one vote for the same candidate, although a Director may choose to only cast one vote and only vote for one candidate.

Ties will be resolved by the electronic equivalent of drawing straws.

If there is a vacancy being filled for a partial term, the two highest vote getters shall win 3-year terms, and the next highest vote-getter shall complete the term left by the vacancy.

If a vacancy is being filled at some other time during the calendar year (and not at the same time as the regular terms expiration), then the vote to fill the remainder of the term shall be by Instant Runoff Vote.

Section 7: Removal of Directors

[See new Article VI, Section 4]

~~Consistent with applicable law, any Director shall be removed from the position of Director, and cease to be a Director upon the occurrence of any of the following: (A) said Director's death or resignation; (B) upon the occurrence of a disqualifying act, e.g. candidacy, election or appointment to a political office; (C) failure of a Director to attend three consecutive Board meetings, which absences have not been excused by a majority vote of the Directors present and voting at the meetings in question; (D) upon the fair and reasonable determination by a 2/3 vote of all the Directors on the Board (excluding the Director in question) after a review of the facts that said Director has exhibited conduct that is adverse to the best interests of the Foundation; (E) upon the 2/3 vote of the Delegates present and voting (but not less than a majority of all the Delegates) of the radio station that elected said Director (excluding the vote of the Director in question) that said Director has exhibited conduct that is adverse to the best interests of the Foundation; or, in the case of an "Affiliate Representative" or "At-Large" Director, upon the vote of the Delegates from a minimum of three radio stations, voting separately, that said Director has exhibited conduct that is adverse to the best interests of the Foundation, provided that a 2/3 vote of the Delegates present and voting (but not less than a majority of all the Delegates) for each radio station shall be required to remove an "Affiliate Representative" or "At-Large" Director; or (F) upon the expiration or termination for any reason of said Director's term as a Delegate for his/her radio station s/he represents or upon the removal of the Director as a Delegate by the Members pursuant to Section 9 of Article 4 of these Bylaws. In the event of a removal proceeding pursuant to this Section 7(D) or 7(E), the Director shall be afforded reasonable and appropriate due process according to the circumstances, including notice and an opportunity to be heard. Removal of a Director hereunder shall also constitute removal of said Director from any position as a Foundation Officer and from any positions on a committee that s/he held by nature of his/her role as a Director. Notice of a meeting to remove a Director must be given at least 30 days in advance of said meeting.~~

Section 8: Filling Vacancies on the Board

[See new Article VI, Section 3]

~~If a Director's seat previously held by a "Station Representative" Director becomes vacant for any reason, that seat shall be immediately filled for the remainder of the term by a Director elected by the Delegates from that radio station, provided, however, that if the previous Director was a Staff Director, the Delegates shall election a Staff Director and if the previous Director was a Listener-Sponsor Director, then a Listener-Sponsor Director shall be elected. If a Director's seat previously held by an "Affiliate Representative" or "At-Large" Director becomes vacant for any reason, that seat shall be filled for the remainder of that term by the majority vote of the Board from the most recent list of nominees it had received for "Affiliate Representative" or "At-Large" Directors, as applicable, or if none, then nominations shall be~~

~~declared open and the seat shall be filled the following March for a new one-year term.~~

~~Section 9: Compensation~~

~~[See new Article VI, Section 7]~~

~~Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.~~

ARTICLE VI. BOARD OF DIRECTORS

Section 1. NUMBER OF DIRECTORS

There shall be Eleven (11) Directors, including five (5) Station-Representative Directors and six (6) At-Large Directors. The Executive Director shall be a non-voting member of the Board.

Section 2. GENERAL POWERS AND DUTIES

All corporate powers shall be exercised by the Board, except as otherwise expressly provided by law, by The Foundation's Article of Incorporation, or in these Bylaws. The Board shall delegate the management of the Foundation to the Executive Director, subject to the ultimate control of the board. The duties of the Board shall include, but not be limited to, the following:

1. To hire, fire and supervise an Executive Director who shall be the President and CEO of The Foundation; the Board shall enter into an employment agreement setting forth goals and objectives to be obtained by the Executive Director and specifying powers delegated to her or him.

2. To create such standing committees as may be appropriate. The Board may appoint to its committees members in good standing of The Foundation, provided however, that a majority of the committee members must be Directors and members appointed will be chosen for needed skills and experience related to the tasks of the committee.

3. To approve the plans of work of the Executive Director and standing committees.

4. To approve the Foundation budget.

5. To appoint a Finance Committee to monitor the budget and financial status of the Foundation on a regular basis and to report to the full board at least quarterly. The Finance Committee shall determine appropriate policies and procedures for controlling Foundation and Station expenses and financial reporting.

6. To take necessary and appropriate steps to secure the financial stability of the Foundation.

7. To appoint an Audit Committee and retain the services of a duly qualified auditor.

Section 3. FILLING OF VACANCIES

A vacancy arising for any reason in the Board shall be filled by majority vote of the Board. However, if a vacancy remains unfilled for six (6) months and a quorum cannot be obtained as a consequence, the Executive Director may appoint a Director to fill such a vacancy. A Director elected or appointed to fill a vacancy shall hold office for the duration of the term of the Director whose place had become vacant.

Section 4. RESIGNATION

Any Director may resign, at any time, by giving written notice to the President or Secretary, unless such resignation shall have the effect of compromising the Foundation's tax-exempt status. Any such resignation shall take effect at the time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. REMOVAL

If a Director is absent from three (3) consecutive regular meetings of the Board without good cause, the Board by a vote of the majority, may declare the place of that Director vacant.

The board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the standards of conduct set out in Article 3 of the California Nonprofit Public Benefit Corporation Law (commencing with section 5230).

Any At-Large Director may be removed with or without cause by a 2/3rds majority vote of all the Directors then serving, excluding the affected Director, provided that 30 days' written notice is given to the Director of the reasons and provided that the Director is given an opportunity to be heard.

Any At-Large Director may be removed by a majority vote of the Foundation members from all five stations. A petition for removal must be submitted to the Foundation Secretary signed by 1% of the members. A written ballot will then be taken. A statement by the affected Director(s) plus up to three (3) arguments in favor and three (3) arguments in opposition to the removal shall accompany the written ballots.

Section 6.

RECALL

A Station-Representative Director may be recalled by a majority vote of the members affiliated with the station represented by the affected Station-Representative Director. A petition for recall must be submitted to the Foundation Secretary signed by 1% of the members affiliated with that station. A written ballot will then be taken. A statement by the affected Director plus up to three (3) arguments in favor and three (3) arguments in opposition to the recall shall accompany the written ballots.

Section 7.

COMPENSATION

Members of the Board of Directors shall not receive any compensation for their services as Directors. They may be reimbursed for appropriate expenses incurred on behalf of the Foundation or in connection with their service on the Board.

Section 10: Restriction Regarding Interested Directors

~~Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested person" means either: (1) Any person who currently is being or has been compensated by the Foundation for services rendered within the previous 12 months, whether as a full-time or part-time officer, employee, independent contractor, or otherwise, or~~

~~(2) any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.~~

~~Article VI. Meetings of the Board of Directors~~

~~Section 1: Time and Place of Meetings~~

~~The in-person "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other times and places as agreed by a majority vote of the Board of Directors. The Board shall meet in person one to four times each calendar year as agreed by a majority vote of the Board of Directors. The one to four in-person regular Board meetings shall rotate through the five Foundation radio station areas so that meetings do not take place twice in the same radio station area until a meeting has been held in all other station areas.~~

ARTICLE VII. MEETINGS OF THE BOARD

Section 1. REGULAR AND SPECIAL MEETINGS

The Board shall endeavor to hold regular meetings approximately quarterly, including in April each year when newly elected Directors will be seated and at which meeting the board officers for the coming year shall be elected; in September when the annual budget for the fiscal year beginning October 1st will be presented by the Executive Director, the CFO, and the Finance Committee for review and approval by the Board; in January and July; and at such additional times as may be fixed from time to time by resolution of the Board.

Section 2: Special Meetings

~~Special meetings of the Board of Directors may be called by the Chairperson of the Board, any two Officers of the Foundation, or by any three Directors.~~

A special meeting of the board may be called by the Board Chair, the Executive Director, or any two (2) Directors. Notice of a special meeting shall state the purpose of the meeting.

Section 3: Telephonic Meetings

~~The Board may hold regular and special meetings by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:~~

~~A. Each Director participating in the meeting can communicate concurrently with all other Directors. B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation. C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.~~

Section 2. TELEPHONIC AND VIDEO MEETINGS

The Board may hold regular and special meetings by telephone conference, video screen communication or other communications equipment. Participation in a meeting under this Section shall constitute presence at the meeting if all the following apply: a. Each Director participating in the meeting can communicate concurrently with all other Directors. b. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation. c. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by [the] Director. The Board shall hold public meetings as required by applicable law by public internet streaming.

Section 4: Notice

~~Notice of every regular meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be sent to each Director by first class mail, facsimile or email, according to the preference each Director specifies in writing to the Foundation's Secretary, at least thirty (30) days before any such meeting. Special meetings shall require only seven (7) days advance notice, but shall also require telephonic notice by leaving a message at the telephone number given to the Foundation's Secretary for such notice by each Director, and shall specify the purpose of the meeting. No additional business not stated in the notice shall be conducted at a special meeting. Notice of all meetings shall be placed on the Foundation's website and announced a minimum of 3 times daily on air for five consecutive days on all~~

~~Foundation radio stations, beginning, whenever reasonably possible, no later than ten days before the date of said meeting. Notice of a meeting hereunder will be deemed waived by a Director who affirmatively agrees to attend a meeting or to waive this advance notice requirement, signs a waiver of notice or a written consent to hold the meeting, or who attends the meeting without protesting prior to the meeting or upon commencement of the meeting to the lack of notice to that Director.~~

Section 3. NOTICE TO DIRECTORS

Regular meetings of the board may be held without additional notice to the Board if the time and place of the meeting was fixed by a resolution of the board. Special meetings of the board shall be held upon seven (7) days' notice delivered by telephone, including a voice messaging system, or by electronic or email transmission to the email address or telephone number given to the Foundation's Secretary for such notice by each Director. The Foundation Secretary shall give the list of telephonic and email notice information, as it may be updated from time to time, to all Directors for purposes of contacting and giving notice of special meetings to the other Directors. Directors shall be responsible for informing the Secretary of any changes in their telephone or email notice addresses, and notice shall be deemed given provided it is sent to a Director's most recent contact information. Notice of a special meeting shall state the purpose of the meeting.

Section 4. PUBLIC NOTICE

Public notice of Board and Board Committee meetings shall be given in accordance with the rules and requirements of the Corporation for Public Broadcasting, whether or not the stations of The Foundation are CPB qualified at the time.

Section 5: Quorum and Approval

~~A quorum at any meeting of the Board of Directors shall consist of a majority of the then serving Directors. If after a quorum has been established at a meeting of the Directors some Directors leave the meeting and there is no longer a quorum present, those Directors remaining may continue to take action so long as a resolution receives at least that number of affirmative votes as would constitute a majority of a quorum. (E.g., if the quorum is 12 Directors, and a majority of a quorum is 7 Directors, then so long as 7 Directors remain present and vote in the affirmative the resolution shall be adopted.) Except as otherwise expressly provided herein, the approval of a majority of the Board present and voting shall be required for any action of the Board.~~

~~In the event quorum is not achieved, roll shall be taken to establish quorum or lack thereof and minutes shall be produced to reflect the roll call vote. Those present may also schedule the next meeting.~~

Section 5.

QUORUM

The presence, in person or by phone or other electronic means of communications, of at least fifty percent (50%) of the voting members of the Board shall constitute a quorum, but a lesser number shall have power to adjourn to a specified later date.

Section 6: Proxies

~~All action taken by Directors shall be taken by the elected Director personally. The powers of members of the Board may not be exercised by alternates, by proxy or the like.~~

Section 7: Open Meetings

~~All meetings of the Board of Directors and its committees shall be open to the Members and to the public, with the exception of those meetings dedicated to or predominantly regarding personnel, proprietary information, litigation and other matters requiring confidential advice of counsel involving commercial or financial information obtained on a privileged or confidential basis, or relating to a purchase of property or the use or engagement of services whenever the premature exposure of said purchase or sale, in the Board's sole opinion may compromise the legitimate business interest of the Foundation. In the event that all or a portion of a meeting is closed, the Board shall indicate in its notice of said meeting that the meeting or a part of it shall be closed. In addition, within a reasonable period after the closed meeting, the Foundation's Secretary shall post on the Foundation's website a general statement of the basis on which all or part of said meeting was closed.~~

~~No person shall be required, as a condition for attendance at any public meeting or to publicly comment, to register his/her name or to provide any other information. With the exception of telephone meetings, all public meetings of the Board and its committees shall include public comment periods. Public comment periods at Board meetings shall be not less than one hour, and at committee meetings, not less than one-half hour. The Board shall make reasonable efforts to broadcast or webcast all its public meetings, and committee meetings, whether such meetings are in person or telephonic.~~

Section 8: Action by Unanimous Written Consent

~~Any action that the Board is required or permitted to take may be taken without a meeting if all Directors consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Foundation is a~~

party and who is an "interested director" as defined in California Corporations Code Section 5233 (as it may be amended from time to time) shall not be required for approval of said transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with minutes of the proceedings of the Board.

Section 9: Accessibility

All public Board meetings shall be held in spaces fully accessible as defined in the Americans with Disabilities Act and any other applicable state and federal laws. Properly closed sessions may be held otherwise unless this would preclude access for any individual entitled to attend.

Article VII. Local Station Boards

Section 1: Local Station Boards

There shall be a standing committee of the Board of Directors for each Foundation radio station which shall be known as the Local Station Board ("LSB"). The powers, duties and responsibilities of the LSBs shall be those set forth in these Bylaws and such other powers, duties and responsibilities as the Board of Directors may from time to time delegate to them.

Section 2: Composition of Local Station Boards

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.) In addition, an "associate station," if any, as that term is defined in Section 8 of this Article, may appoint one representative to the LSB of the radio station with which it is associated. Associate station representatives shall be voting members of the LSB; provided, however, that no associate station representative shall have the right to vote for the election or removal of any Foundation Director or Delegate nor may s/he be eligible for election by the Delegates to the office of Director. No LSB shall have more than a total of three (3) associate station representatives (and no more than one (1) from any one associate station) at any given time. The term of office of an associate station representative shall be three years, with a maximum of two consecutive three-year terms of service on an LSB. The station's General Manager shall serve as a non-voting member of the station's LSB.

Section 3: Specific Powers and Duties

Each LSB, acting as a standing committee of the Foundation's Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation's Board of Directors: A. To review and approve that station's budget and make quarterly reports to the Foundation's Board of Directors regarding the station's budget, actual income and expenditures. B. To screen and select a pool of candidates for the position of General Manager of its respective radio station, from which pool of approved candidates the Executive Director shall hire the station's General Manager.. The LSB may appoint a special sub-committee for this purpose. C. To prepare an annual written evaluation of the station's General Manager. D. Both the Executive Director and/or an LSB may initiate the process to fire a station General Manager. However, to effectuate it, both the Executive Director and the LSB must agree to fire said General Manager. If the Executive Director and the LSB cannot agree, the decision to terminate or retain said General Manager shall be made by the Board of Directors. E. To screen and select a pool of candidates for the position of station Program Director, from which pool of approved candidates the station's General Manager shall hire the station's Program Director. The LSB may appoint a special sub-committee for this purpose. F. To prepare an annual written evaluation of the station's Program Director. G. To work with station management to ensure that station programming fulfills the purposes of the Foundation and is responsive to the diverse needs of the listeners (demographic) and communities (geographic) served by the station, and that station policies and procedures for making programming decisions and for program evaluation are working in a fair, collaborative and respectful manner to provide quality programming. H. To conduct "Town Hall" style meetings at least twice a year, devoted to hearing listeners views, needs and concerns. I. To assist in station fund-raising activities. J. To actively reach out to underrepresented communities to help the station serve a diversity of all races, creeds, colors and nations, classes, genders and sexual orientations, and ages and to help build collaborative relations with organizations working for similar purposes. K. To perform community needs assessments, or see to it that separate "Community Advisory Committees" are formed to do so. L. To ensure that the station works diligently towards the goal of diversity in staffing at all levels and maintenance of a discrimination-free atmosphere in the workplace. M. To exercise all of its powers and duties with care, loyalty, diligence and sound business judgment consistent with the manner in which those terms are generally defined under applicable California law.

Section 4: Other Local Station Board Powers and Authority

By resolution, the Foundation's Board of Directors may delegate any other corporate powers it deems appropriate to an LSB with regard to that specific radio station. Any such power delegated to an LSB is subject to revocation at any time by the Board of Directors. Any and

~~all actions, resolutions and policies taken or adopted by an LSB may be overridden by a majority vote of the Directors if said action, resolution or policy is found by the Board of Directors to be adverse to the mission and/or charitable or business purposes of the Foundation, to exceed the power or authority granted to said LSB or to be inconsistent with these Bylaws, the Articles or applicable laws and regulations.~~

Section 5: Election of Officers

~~Each Local Station Board shall elect a Chair, a Vice Chair, a Recording Secretary, and a Treasurer, who shall be elected annually at the December meeting of the LSB for a term of one year using the Instant Runoff Voting method. Each of these officers shall serve at the pleasure of the LSB and shall have those powers and shall perform those duties as may be prescribed by its LSB. With the exception of the Chair and the Vice Chair, an officer of an LSB is not required to be a Delegate. Local Station Board officers may not serve concurrently as Foundation Directors, and must resign their position as an LSB officer if elected to the Board of Directors.~~

Section 6: Meetings

A. FREQUENCY

~~Each LSB shall meet as often as required to accomplish its duties, but not less than every other month.~~

B. TIME AND PLACE

~~The LSB shall establish, by majority vote, the time and place of each meeting, provided, however that no meeting shall occur sooner than ten (10) days from the date of the vote scheduling said meeting without the unanimous agreement of all the LSB officers that a shorter period is required to address urgent matters and, in the event of less than 10 days notice, notice shall be given by telephone message to all LSB members at least 24 hours before the meeting. There shall be a meeting of the LSB in December each year to seat newly elected Delegates and to elect LSB officers, and in early January to elect Director(s). Meetings shall be held within the local radio station area in facilities of sufficient size to accommodate Members affiliated with that radio station and the public, preferably in the station.~~

C. MEMBERS & PUBLIC PARTICIPATION

~~LSB meetings shall be open to the public and to all Members, with the exception of those meetings dedicated to, or predominantly regarding, personnel, proprietary information, litigation and other matters requiring confidential advice of counsel, involving commercial or financial information obtained on a privileged or confidential basis or relating to a purchase of property or the use or engagement of services whenever the premature exposure of said purchase or sale, in the LSB's sole opinion, may compromise the legitimate business interest~~

of said radio station or the Foundation. In the event that all or a portion of a meeting is closed, the LSB shall indicate in its notice of said meeting that the meeting or a part of it shall be closed. In addition, within a reasonable period after the closed meeting, the LSB's Secretary shall post on the station's website a general statement of the basis on which all or part of said meeting was closed. Each meeting shall include a public comment period of not less than thirty (30) minutes. No person shall be required, as a condition for attendance at any public meeting or to publicly comment, to register his/her name or to provide any other information.

D. NOTICE

The public and all Members shall be notified of each LSB meeting. Four on-air announcements, made during prime time on the radio station on four different days, beginning, whenever feasible, at least 7 days prior to the date of each meeting, shall be considered adequate notice. In the event of LSB meetings convened on short notice for urgent business, all reasonable efforts shall be made to broadcast notice of the meeting at least three times during prime time for two days prior to the meeting. Whenever feasible, notice shall also be posted on the station's website at least 7 days prior to the date of each meeting.

E. RECORDKEEPING AND RULEMAKING

Meetings and actions of the LSB shall be governed by the provisions of these Bylaws. A book of Minutes of all meetings and actions of the LSB shall be kept and shall be filed with the records of the LSB, which book shall include the time and place of each meeting, the notice given, how authorized, any waivers or consents, the names of those present, and a summary of the proceedings. Minutes of closed meetings shall be maintained, but sealed as confidential. A copy of all Minutes and actions of the LSB shall also be forwarded to the Foundation's Secretary for maintenance pursuant to Section 1(A) of Article 12 of these Bylaws. Each LSB may adopt additional rules for the governance of its LSB so long as the rules are not inconsistent with these Bylaws.

Section 7: Quorum and Approval

A quorum at any meeting of an LSB shall be a majority of the then currently serving LSB members, not including the Station Manager. Associate station representatives shall not be counted for purposes of establishing a quorum for matters on which they are not entitled to vote. If after a quorum has been established at a meeting of the LSB some of the LSB members leave the meeting and there is no longer a quorum present, those LSB members remaining may continue to take action so long as a resolution receives at least that number of affirmative votes as would constitute a majority of a quorum. (E.g., if the quorum is 13 LSB members, and a majority of a quorum is 7, then so long as 7 LSB members remain present and vote in the affirmative the resolution shall be adopted.) Except as otherwise expressly provided in these Bylaws, the approval of a majority of the LSB members present and voting shall be required for any action of said LSB. In the event that the vote on any motion results

in a tie, the motion shall not pass.

In the event quorum is not achieved, roll shall be taken to establish quorum or lack thereof and minutes shall be produced to reflect the roll call vote. Those present may also schedule the next meeting.

~~Section 8: Associate Stations~~

~~A. A Foundation radio station may choose to associate with any geographically contiguous community radio station for the purpose of re-broadcasting no less than seventy-five percent (75%) of that Foundation radio station's programming. The terms of said association shall be memorialized in a written agreement between the Foundation radio station and the community radio station, which agreement must first be approved by the Board of Directors to be effective. Such a community radio station must produce some local programming, operate under a mission statement compatible with that of the Foundation and have a democratically elected station board. Such a community radio station will be referred to as an "associate station", which station is different from an "affiliate station" as referenced in Section 4(A) of Article 6 of these Bylaws. An associate station may be permitted to appoint one (1) representative to the LSB of the Foundation radio station with which it is affiliated for a term of three years commencing in December of the year of appointment, provided, however, that no LSB shall have representatives from more than 3 associate stations on its LSB.~~

~~B. Associate station representatives sitting on LSBs are subject to removal by either their own station boards according to their own respective terms of accountability and appropriateness or by the majority vote of all the LSB (excluding the vote of the associate station representative in question). The LSB must notify the associate station board at least 30 days prior to any vote to remove its representative about any difficulties or concerns regarding its associate station representative in order to provide said associate radio station the opportunity to consult with its representative about the LSB's concerns and/or to designate a replacement representative.~~

~~Section 9: Proxies Not Permitted~~

~~All actions taken by LSB members shall be taken personally. The powers of Delegates and associate station representatives may not be exercised by alternates, by proxy or the like.~~

~~Section 10: Local Station Board Advisory Committees~~

~~A. An LSB may, by resolution, designate one or more advisory committees, to serve at the pleasure, direction, and supervision of the LSB. Any such advisory committee shall include, at least, two (2) LSB members. Members affiliated with that radio station shall be eligible for appointment to a committee. Station Advisory Committee members shall not be considered agents of the Foundation or the radio station and shall not have the authority to bind the~~

~~Foundation or the radio station with which it is affiliated. B. Meetings and actions of local station advisory committees shall be governed by the provisions of Section 6 of this Article of these Bylaws with such changes as are necessary in said provisions to substitute the committee(s) and its members for the LSB and its members, except that the time of regular meetings of committees may be determined by resolution of the LSB as well as a vote of the committee and that the committees shall not be required to meet in December or January unless they otherwise agree, or the LSB resolves that it should do so, and provided that notice of committee meetings shall be deemed adequate if announced at LSB meetings and, when feasible, posted on the station's web page. Special meetings of committees may also be called by resolution of the LSB or the committee. The LSB may adopt additional rules for government of any committee that are not inconsistent with the provisions of these Bylaws. C. The general duty of advisory committees shall be to advise the LSB on the issues for which the committee was created. Advisory committees shall have only those duties and powers set forth by resolution of the LSB, which powers shall not include the power to: (1) approve any action which, under the California Nonprofit Public Benefit Corporation Law or these Bylaws, requires the approval of the Members, Directors, the LSB, or the Delegates; (2) fill vacancies on the Board, LSB or on any committee; (3) amend or repeal these Bylaws or adopt new bylaws; (4) amend or repeal any resolution of the Board or the LSB; (5) create any other committees of the Board or LSB; (6) approve or execute any contract or transaction; or (7) incur any indebtedness, or borrow money, on behalf of the Foundation or any LSB.~~

~~Article VIII. Other Committees of the Board of Directors~~

~~Section 1: Committees of the Board~~

~~In addition to the Local Station Boards, the Board of Directors may, by resolution, designate one or more committees, to serve at the pleasure of the Board. Any such committee shall have only such authority as provided by resolution of the Board and no committee may without full Board review and approval: A. Approve any action which, under the California Nonprofit Public Benefit Corporation Law or these Bylaws, also requires the approval of the Members or the Delegates; B. Fill vacancies on the Board or in any committee (except that Delegates may fill vacancies on the board for their local station area); C. Fix compensation for Directors for serving on the Board or on any committee; D. Amend or repeal these Bylaws or adopt new bylaws; E. Amend or repeal any resolution of the Board; F. Create any other committees of the Board or appoint members of the committees to the Board, provided, however, LSBs shall be entitled to create subcommittees of the LSB; G. Approve or execute any contract or transaction to which the Foundation is a party; or H.~~

~~Incur any indebtedness, or borrow money, on behalf of the Foundation.~~

~~Section 2: Composition of Board Committees~~

~~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.~~

~~Section 3: Standing Committees~~

[See new Article IX]

~~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 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 (D) an Audit Committee, which shall oversee the annual audit of the Foundation's books and shall not include Finance committee members.~~

Section 4: Committees of Inclusion

In addition, there shall be established, in each of the Foundation's radio station areas, standing committees of the Board to monitor the under-representation of communities in their respective radio station areas. These "Committees of Inclusion" shall include one Director and three LSB members from each radio station area who shall be elected by their respective LSBs, and such additional individuals as those four shall choose by majority vote. The Committees of Inclusion will monitor both station programming and staffing in consultation with the LSBs. They will also monitor the diversity of election candidates and work with the LSBs' appropriate committees to improve the diversity of election candidates at the local and national level. These Committees of Inclusion shall monitor diversity participation in consultation with the general manager, local committees and the Board, the status of which will be published and maintained in each respective radio station area. Communities deemed to be under-represented by the Committees of Inclusion will be identified and the extent of their under-representation shall be communicated to the Board, the respective LSBs and any local outreach committees. Station managers and appropriate LSB committees will be expected to consider these communities in their future decisions about staffing, programming, and candidate outreach, subject to any applicable state and federal laws and regulations. All station managers and Committees of Inclusion will report to the Board and their respective LSBs quarterly on the status of diversity within their radio station areas. The Board shall query and monitor radio station areas with identified under-represented communities and any plans for addressing these under-represented communities' increased participation. Where necessary with due notice, the Board will suggest and/or direct managers and committees to implement specific measures to improve the status of under-represented communities in their respective radio station areas. The Board will assist and encourage station managers and Committees of Inclusion in finding new ways to improve recruitment efforts in their respective radio station areas.

Section 5: Meetings and Actions of Committees

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 of these Bylaws with such changes in the context of those sections as are necessary to substitute the committee and its members for the Board and its members, except that the time of regular meetings of committees may be determined by resolution of the Board as well as the committee. Special meetings of committees may be called by resolution of the Board or by the committee Chair or by any two committee members and notice of special meetings of committees shall also be given to all alternate committee members, who shall have the right to attend all meetings of the committee. Any committee member shall have the right to place a matter on the agenda for discussion by the committee. The Board may adopt additional rules for the government of any committee that are not inconsistent with the provisions of these Bylaws.

Article IX. Officers of the Foundation

Section 1: Designation of Officers

~~The officers of the Foundation shall be a Chairperson, a Vice Chairperson, an Executive Director, a Secretary, and a Chief Financial Officer. The Foundation may also have, at the discretion of the Board of Directors, one or more Assistant Secretaries. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer shall serve concurrently as the Chairperson of the Board or the Executive Director. With the exception of the Chairperson of the Board and the Vice Chairperson of the Board, no officer is required to be a Director.~~

ARTICLE VIII. OFFICERS

The officers of The Foundation shall be a chair of the Board (the "Chair"), a president and chief executive officer who shall be called the executive director (the "Executive Director"), a secretary (the "Secretary"), a treasurer (the "Treasurer"), a chief financial officer (the "CFO"), and a vice-chair (the "Vice-Chair"). Neither the Executive Director nor the Chair may serve concurrently as the CFO, the Secretary, or the Treasurer.

Section 2: Election of Officers; Term

~~The officers of the Foundation shall be appointed and/or elected by the Board of Directors, and each shall serve at the pleasure of the Board (subject to the rights, if any, of an officer under any contract of employment, if any). With the exception of the Executive Director and the Chief Financial Officer, all officers shall serve for a term of one (1) year, unless s/he resigns, is removed or is otherwise disqualified to serve prior to the expiration of his/her term, and shall be elected by the Board at its annual meeting in January each year using the Instant Runoff Voting method. (The Chair, Vice Chair and Secretary shall be elected at the first meeting of the Board following the adoption of these Bylaws for terms to expire in January 2005, subject to the rights, if any, of an officer under any contract of employment, if any.)~~

Section 1. ELECTION AND TERM OF OFFICERS

The board shall elect for one-year terms the Chair, the Vice Chair, and the Treasurer at the first meeting of the new Board in April of each year, or as soon after the elections are completed and a meeting can be held. Their terms shall continue for one year or until their successors are elected. The Chair and the Treasurer are required to be At-Large Directors.

The Executive Director (President), Chief Financial Officers (CFO), and Secretary shall serve under contracts of employment under terms to be negotiated and agreed upon by the parties.

Officers shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

If a vacancy occurs in the office of the Chair, the Board shall elect a new Chair as quickly as possible. If a vacancy occurs in the office of the Executive Director, the Chair shall serve as interim Executive Director until a new Executive Director can be hired. If a vacancy occurs in the office of the Secretary, the Board shall appoint a member of the Board to serve as interim Secretary until a new Secretary can be hired. If a vacancy occurs in the office of the CFO, the Treasurer shall serve as interim CFO until a new CFO can be hired. If a vacancy occurs in the office of the Vice-Chair, the Board shall elect a new Vice-Chair as soon as possible.

Section 3: Removal and Resignation of Officers

~~A. Subject to the rights, if any, of an officer, under any contract of employment, any officer may be removed, either with or without cause, by the Board at any regular or special meeting thereof. B. Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect upon the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any such resignation is without prejudice to the rights, if any, of the Foundation under any contract to which the officer is a party.~~

Section 2. REMOVAL OF OFFICERS

The Board may remove any person from their position as an officer at any time, with or without cause, by majority vote of all the voting members of the Board, not including the officer who is the subject of the vote, without prejudice to any rights of an officer under any contract of employment. In the event that the affected officer is the Chair,

Vice-Chair, or Secretary, they shall be given thirty (30) days' written notice of the reasons and an opportunity to be heard before a vote is taken.

Section 3.

RESIGNATION

Any officer may resign at any time by notifying in writing the Chair, the Executive Director, the Secretary, or all Directors of the Board. Any such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective, unless such resignation shall have the effect of compromising the Foundation's tax-exempt status. Any resignation shall be without prejudice to the rights, if any, of The Foundation under any contract to which the officer is a party.

Section 4: Vacancies in Offices

~~A vacancy in any office of an officer because of death, resignation, removal, disqualification or any other cause shall be filled for the remainder of the term by the Board.~~

Section 5: Chairperson of the Board

~~The Chairperson of the Board shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him/her by the Board or prescribed by these Bylaws.~~

Section 4. CHAIR OF THE BOARD: POWERS AND DUTIES

The Chair shall preside at all meetings of the Board, if present, and shall exercise and perform such other powers and duties as the Board or these Bylaws may prescribe.

In the absence or lack of an Executive Director, the Chair shall serve as the interim Executive Director until a new Executive Director can be hired, with all the powers and authority granted to that office by these bylaws.

Section 6: Vice Chairperson of the Board

~~The Vice Chairperson of the Board shall, in the absence of the Chairperson, preside at meetings of the Board of Directors and exercise and perform such other powers and duties~~

~~as may be from time to time assigned to him/her by the Board or prescribed by these Bylaws.~~

Section 5. VICE CHAIR: POWER AND DUTIES

The Vice-Chair shall have such powers and perform such duties as the Board or these Bylaws may prescribe. In the absence of the Chair, the Vice-Chair shall preside at Board meetings, but shall not serve as an interim Executive Director without a specific resolution of the Board making such an appointment.

Section 7: Executive Director

~~A. The President of the Foundation shall be referred to as the "Executive Director." The Executive Director shall be the general manager, chief executive officer and chief administrator of the Foundation. S/he shall be selected, supervised and discharged by the Board. In addition, his/her performance will also be subject to annual evaluation by each LSB, which may make recommendations to the Board. B. Subject to the control of the Board, the Executive Director shall have general supervision, direction and control of the business and the officers of the Foundation and the primary responsibility for implementing the directives, decisions and policies of the Foundation and the Board pertaining to administration, personnel, programming, financing and public relations. The Executive Director shall generally promote, coordinate and supervise the mission of the Foundation and shall have such powers and perform such duties as may be delegated or assigned to him/her by the Board.~~

Section 6. EXECUTIVE DIRECTOR AND PRESIDENT: POWERS AND DUTIES

The Executive Director shall be the President and Chief Executive Officer of the Foundation as contemplated by section 5213 of the California Public Benefit Nonprofit Corporation Law. They shall be the general manager of The Foundation and shall be responsible for the day-to-day management of all the Foundation's activities and affairs. The Executive Director shall have such other powers and duties as the Board or these Bylaws may prescribe. Unless otherwise directed by the Board or relevant Board Committee, or unless the Board determines to meet in an executive session, the Executive Director, may attend all Board and Board Committee meetings.

The Executive Director shall supervise the activities of the Chief Financial Officer and the Secretary and, although those officers serve at the pleasure of the Board, shall make hiring and firing recommendations to the Board concerning those officers.

Section 8: Secretary

~~A. The Secretary shall keep or cause to be kept at the principal executive office, or such other place as the Board may designate, a book of minutes of all meetings and actions of the Board and committees of the Board, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, any waivers or consent the names of those present at every Board and committee meetings, and the proceedings thereof. Minutes of closed meetings shall be maintained but sealed as confidential. B. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, and s/he shall keep the seal of the Foundation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.~~

Section 7. SECRETARY: POWERS AND DUTIES

The Secretary shall give notice of the meetings of the Board as provided by these Bylaws, record the Minutes of their proceedings, maintain, or cause to be maintained, an accurate list of Members of the Foundation with their names, mailing addresses, email addresses, telephone numbers, other contact information, and perform such other duties as may be assigned by the Executive Director, the Board Chair, or the Board.

Section 8. TREASURER: POWERS AND DUTIES

The Treasurer shall be the Chair of the Board's Finance Committee and shall lead the Board's oversight of the Foundation's budgeting and financial planning processes, financial performance, and financial condition. The Treasurer shall have such other powers and duties as the Board may prescribe from time to time and shall make specific recommendations to the board concerning approval of budgetary and other financial matters, as well as performance review of the CFO together with the Executive Director.

Section 9: Chief Financial Officer

~~A. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and retained earnings. . The books of account shall be open at all reasonable times to inspection by any Director upon demand.~~

~~B. The Chief Financial Officer shall cause to be deposited all moneys and other valuables in the name and to the credit of the Foundation with such depositories as may be designated by the Board. S/he shall cause the funds of the Foundation to be disbursed as s/he may be properly directed from time to time, shall render to the Executive Director and the Board an account of all of his/her transactions as Chief Financial Officer and of the financial condition of the Foundation whenever requested, and shall have other such powers and perform such other duties as may be prescribed by the Board or the Bylaws.~~

Section 9. CHIEF FINANCIAL OFFICER: POWERS AND DUTIES

The CFO shall be the Foundation's chief financial officer as contemplated by section 5213 of the California Public Benefit Nonprofit Corporation Law. The CFO shall:

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a. keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account, including accounts of the Foundation's properties and transactions, and shall send or cause to be given to the directors such financial statements and additional reports as are required to be given by law, by these Bylaws, by the Board or the Board Finance Committee including, without limitation, monthly reports to the Board Finance Committee, and quarterly reports to the board presenting income and expenses and a balance sheet within 45 days after the close of each quarter prepared in accordance with accepted accounting practices for non-profit organizations;

b. deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Foundation with such depositories as the Board may designate;

c. disburse or cause to be disbursed the Foundation's funds as the Executive Director or Board may order;

d. render to the Board, Treasurer and Executive Director, when requested by any of them, an account of all transactions and of the financial condition of The Foundation; and

e. shall have such other powers and perform such other duties as the Board, these Bylaws or the Executive Director may prescribe.

Section 10. COMPENSATION REVIEW

The Board shall take such actions to review, approve, and document the approval process for officer and key employee compensation as may be required under the Nonprofit Integrity Act and other applicable law, which may include adoption of a written policy setting forth guidelines for such actions.

ARTICLE IX. COMMITTEES

Section 1. FORMATION

The board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Appointments to such committees shall be by a majority vote of the directors then in office. The board may appoint one or more directors as alternate members of such committee, who may replace any absent member at any meeting of the committee.

A committee exercising the authority of the board shall not include as members persons who are not directors. However, the board may create other committees that do not exercise the authority of the board and these other committees may include persons regardless of whether they are directors.

Section 2. FINANCE COMMITTEE

The board shall establish a Finance Committee, chaired by the board Treasurer, and consisting of at least 2 other Directors. The Finance Committee shall oversee the management of the Foundation's financial affairs, including budgeting, financial planning, and financial reporting, and shall develop such policies and procedures as shall be prudent and necessary from time to time both to insure that the books and records are maintained in accordance with standard nonprofit accounting procedures and to assure that accurate and timely financial information and reports are available to the Board and to Foundation management. The Finance Committee shall meet monthly with the Chief Financial Officer and may meet more frequently or on an emergency basis if circumstances warrant it.

Section 3. AUDIT COMMITTEE

The board shall establish an Audit Committee, as required by the California Nonprofit

Integrity Act of 2004, as it may be amended from time to time.

The Audit Committee shall not include paid or unpaid staff or employees of the Foundation, including the Executive Director or the Chief Financial Officer. Members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

a. make recommendations to the Board on the hiring and firing of the CPA; b. confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order; c. approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and d. if requested by the Board, negotiate the CPA's compensation on behalf of the Board.

Section 4. BOARD RECRUITMENT COMMITTEE

The Board may establish a Recruitment Committee to seek out qualified persons to nominate for At-Large Director positions on the Board of Directors as vacancies occur for any reason. Non- Directors may serve on this committee, provided that the majority of the committee members shall be Directors. The Foundation Secretary shall serve as a non-voting member of this committee, provided however, that if a Board member is serving as interim Secretary, they shall be a voting member of this committee.

The Recruitment Committee shall also seek out qualified persons to fill mid-term vacancies among the Station Representative Directors if they occur.

The Board Recruitment Committee shall have the power to nominate At-Large Directors for election to the board and to nominate persons to fill vacancies should they arise midterm among the Station Representative Directors.

Section 5. OTHER COMMITTEES

The Board may designate additional standing committees as it deems necessary and appropriate to the functioning of the organization and may appoint ad hoc committees to serve for a specified period and to accomplish a specific task or tasks. The Chair or other appropriate officer may appoint to board committees non-board members who are members in good standing of the Foundation, provided however that a majority of members of each committee shall be Board members.

ARTICLE X. COMMUNITY ADVISORY BOARDS ("CABS") AND TERMINATION OF FORMER LOCAL STATION BOARDS

Upon adoption of these Bylaws the Local Station Boards authorized under the previous Bylaws shall be terminated, and their members shall be merged with their station's Community Advisory Board.

Each Pacifica radio station shall have a Community Advisory Board ("CAB") which shall meet and conduct its affairs in accordance with the requirements of the Corporation for Public Broadcasting for radio stations receiving CPB funding, as those requirements may be amended from time to time, whether or not that station is at that time receiving CPB funding.

Article X. General Provisions

Section 1: Membership Not Transferable

~~One's position as a Member, Delegate, Director or Officer of the Foundation shall not be transferable and may not be assigned or inherited.~~

Section 2: Effect of Termination of Membership or Position: No Claims or Refunds

~~Except as specifically set forth herein, no withdrawn or terminated Members, Delegates, Directors or Officers (nor their heirs or personal representatives) shall have any claim whatsoever upon the assets of the Foundation, or any claim whatsoever arising out of said membership or the holding of any office or position in the Foundation. Furthermore, no Member, Delegate, Directors or Officers shall be entitled to the return of any monies contributed to the Foundation or any Foundation radio station.~~

Article XI. Indemnification of Directors, Officers, Delegates, Employees and Other Agents

Section 1: Non-Liability of Directors, Officers & Delegates

~~Directors, Officers and Delegates shall not be personally liable for the debts, liabilities, or other obligations of the Foundation and private property of such individuals shall be exempt from Foundation debts or liabilities, subject to the applicable provisions of California's~~

~~Corporation Code, unless said debts, liabilities or other obligations are the direct result of intentional misconduct by a Director, Officer or Delegate. The personal liability of Directors, Delegates and Officers shall be eliminated to the fullest extent permitted by California law.~~

~~Section 2: Definitions: Agents, Proceedings and Expenses~~

~~For the purposes of this Article 11, "agent" means any person who is or was a Director, Officer, Delegate, employee or agent of this Foundation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 3 or Section 4 of this Article.~~

~~Section 3: Actions Other Than by the Foundation~~

~~Subject to the provisions of Section 5238 of the California Corporations Code (as amended from time to time), the Foundation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this Foundation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code or an action brought by the Attorney General or a person granted relator status for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Foundation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this Foundation, and, in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this Foundation or that the person had reasonable cause to believe that his or her conduct was unlawful.~~

Section 4: Actions by the Foundation

~~Subject to the provisions of Section 5238 of the California Corporations Code (as amended from time to time), the Foundation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this Foundation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code or an action brought by the Attorney General or a person granted relator status for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Foundation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this Foundation, and, in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this Foundation or that the person had reasonable cause to believe that his or her conduct was unlawful. A. In respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this Foundation in the performance of that person's duty to this Foundation, unless and only to the extent that the court in which that action was brought shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to be indemnified for the expenses which the court shall determine; or B. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval, if said settlement or disposition was not first approved by the Board.~~

Section 5: Successful Defense by Agent

~~To the extent that an agent of this Foundation has been successful on the merits in defense of any proceedings referred to in Section 3 or Section 4 of this Article, or in defense of any~~

~~claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.~~

Section 6: Required Approval

~~Except as provided in Section 5 of this Article, any indemnification under this Article shall be made by this Foundation only if authorized upon a determination that indemnification of the agent in the specific case is proper because the agent has met the applicable standard of conduct set forth in Section 3 or Section 4 of this Article, by: A. A majority vote of a quorum of the Board who are not parties to the proceeding; or B. The court in which the proceeding is or was pending, upon application made by this Foundation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this Foundation.~~

Section 7: Advance of Expenses

~~Subject to the provisions of Section 5238 of the California Corporations Code (as amended from time to time), expenses incurred in defending any proceeding may be advanced by this Foundation before the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it shall be ultimately determined that the agent is entitled to be indemnified as authorized in this Article.~~

Section 8: Other Contractual Rights ~~Nothing contained in this Article 11 shall affect any right to indemnification to which persons other than Directors and Officers of this Foundation or any subsidiary hereof may be entitled by contract or otherwise.~~

Section 9: Limitations

~~No indemnification shall be made hereunder, except as provided in Section 5 and Section 6(B) of this Article, or as otherwise required by law, in any circumstance where it appears: A. That it would be inconsistent with a provision of the Articles of Incorporation, the~~

~~Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.~~

Section 10: Insurance

~~The Foundation may, upon a determination by the Board, purchase and maintain insurance on behalf of any agent of the Foundation against any liability which might be asserted against or incurred by the agent in such capacity, or which might arise out of the agent's status as such, whether or not this Foundation would have the power to indemnify the agent against that liability under the provision of this Article.~~

Section 11: Fiduciaries of Corporate Employee Benefit Plan

~~This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of this Foundation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.~~

Section 12: Amendment to California Law

~~In the event that California Law regarding indemnification of directors, officers, employees and other agents of this Foundation, as in effect at the time of adoption of these Bylaws, is subsequently amended to in any way increase the scope of permissible indemnification beyond that set forth herein, the indemnification authorized by this Article 11 shall be deemed to be coextensive with the maximum afforded by the California Law as so amended.~~

ARTICLE XI. INDEMNIFICATION AND INSURANCE

Section 1. INDEMNIFICATION.

The Foundation shall indemnify any present or former director or officer for expenses (including attorneys' fees) incurred in defending claims or actions brought against them as such, unless they shall have been guilty of willful misconduct in the matter. By specific order of the Board, the Foundation may likewise indemnify its employees and agents.

Section 2. **INSURANCE**

The Foundation shall have the right to purchase and maintain insurance on behalf of any agent against any liability asserted against or incurred by the Agent in such capacity or arising out of the agent's status as such, whether or not The Foundation would have the power to indemnify the agent against such liability under this Article, provided that The Foundation shall not have the power to purchase and maintain such insurance to indemnify any agent of The Foundation for fraudulent or dishonest acts or gross abuse of authority or discretion with reference to the Foundation or breach of any duty arising under the California Nonprofit Law setting out Standards of Conduct (California Corporations Code sections 5223-5239). For the purposes of this section, "agent" means any person who is or was a director, officer, employee or other agent of the Foundation.

~~Article XII. Corporate Records, Report and Seal~~

~~Section 1: Maintenance of Corporate Records~~

~~The Foundation shall keep at its principal office in the State of California:~~

~~A. MINUTES~~

~~Minutes of all meetings of the Board of Directors, LSBs, of committees of the Board and LSBs and, if held, of Members, indicating the time and place of the holding of such meetings,~~

~~whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; as well as all waivers of notice and consents to holding of Board or LSB meetings, notices and statements regarding closed meetings, approval of board minutes and written consents to Board action without a meeting. Minutes of closed meetings must be put under seal.~~

~~B. BOOKS AND RECORDS~~

~~Adequate and correct books and records of account.~~

~~C. MEMBERSHIP RECORD~~

~~A record of its Members indicating their names, addresses, class of membership, the radio station s/he is affiliated with and the termination date of any membership.~~

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~~D. ARTICLES AND BYLAW~~

~~A copy of the Foundation's Articles of Incorporation and Bylaws, as amended from time to time, which shall be open to inspection by the Members of the Foundation at all reasonable times during office hours or available upon written request.~~

~~E. TAX RECORDS~~

~~A copy of the Foundation's annual information return on IRS Form 990 for each of the preceding 3 years and a copy of the Foundation's approved application for recognition of exemption.~~

Section 2: Corporate Seal

~~The Board may adopt, use, and, at will, alter, a corporate seal. Such seal shall be kept at the principal office of the Foundation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.~~

Section 3: Directors: Inspection Rights

[See new Article XIII, Section 1]

~~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.

Section 4: Members: Inspection Rights

[See new Article XIII, Section 2]

Members of the Foundation shall have the following inspection rights, but only for a purpose reasonably related to such person's interests as a Member of the Foundation, and subject to the Foundation's right to provide a reasonable alternative method for achieving the Member's articulated purpose: A. To inspect and copy the record of all Members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Foundation, which demand shall state the purpose for which the inspection rights are requested. Where the Foundation reasonably believes that the information will be used for an improper purpose, or where the Foundation provides a reasonable alternative to achieve the Member's articulated purpose, the Foundation may deny the Member access to its membership list and information; B. To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Foundation by the Member, for a purpose reasonably related to such person's interests as a Member, provided, however, that said Member will not be permitted to review sealed Minutes from closed meetings; and C. To inspect and review copies of reports filed by the Foundation with the Attorney General consistent with Section 6324 of the California Corporations Code.

Section 5: Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 6: Corporate Records, Report and Seal

The Foundation shall cause an annual report to be prepared and furnished to the Board not later than one hundred and twenty (120) days after the close of the Foundation's fiscal year and, upon payment of reasonable copying costs by the Member, to any Member who requests it in writing, which report shall contain the following information in appropriate detail: A. The assets and liabilities, including the trust funds, of the Foundation as of the end of the fiscal year; B. The principal changes in assets and liabilities, including trust funds, during the fiscal year; C. The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for the fiscal year; and D. The expenses or disbursements of the Foundation, for both general and restricted purposes, during the fiscal year. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is

~~no such report, the certificate of an authorized officer of the Foundation that such statement(s) were prepared without audit from the books and records of the Foundation.~~

~~Section 7: Annual Statement of Specific Transactions~~

~~The Foundation must furnish a statement to its Members and Directors by posting it at each of its radio stations and posting it on the Foundation's website and, at the Foundation's discretion, by otherwise delivering it to them within one hundred and twenty (120) days after the close of its fiscal year. Said statement shall briefly describe: A. The amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any Officer, Delegate or Director of the Foundation pursuant to Section 5238 of the California Corporations Code, provided that no such report need be made if the indemnification or advance was approved in advance by the Members; B. Any transaction involving fifty thousand dollars (\$50,000) to which the Foundation was a party during the previous fiscal year in which a Director, Delegate or Officer had a direct or indirect material financial interest or which was one of a number of transactions involving the same Director, Delegate or Officer and which transactions in the aggregate involved more than \$50,000. Said statement shall briefly indicate the names of the interested persons involved in such transactions, stating each person's relationship to the Foundation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.~~

~~Section 8: Annual Reports to Third Parties~~

~~A. The Foundation shall file with the California Secretary of State a biannual statement containing the names and addresses of its Executive Director, Secretary and Chief Financial Officer, the street address~~

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of its principal California office, and a designation of an agent for the service of process, which statement must be provided on the appropriate Secretary of State form.~~

~~B. In addition to providing a copy of the Foundation's annual report set forth in Section 6 of this Article and the annual statement in Section 7 of this Article, the Foundation shall also annually file with the Attorney General a Registration/Renewal Fee Report within four months and 15 days after the end of the Foundation's fiscal year.~~

Section 9: Exempt Activities

~~Notwithstanding any other provision of these Bylaws, no Member, trustee, Officer, employee, Director, Delegate or representative of this Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.~~

Article XIII. Conflicts of Interest

[See new Article XIV, Section 1]

Section 1: Definitions

~~A "CONFLICT OF INTEREST" is any circumstance described in Section 2 of this Article, or such substantially similar circumstances.~~

~~An "INTERESTED PERSON" is any person serving as a Director, Officer, Delegate, associate station representative, employee, or member of a committee of the Board or LSB.~~

~~A "FAMILY MEMBER" is a brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of an Interested Person~~

~~A "FINANCIAL INTEREST" in an entity is a direct or indirect financial interest, which, in view of all the circumstances, would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.~~

Section 2: Conflict of Interest Defined

~~A Conflict of Interest exists where the financial or business interests of an Interested Person are or may be inconsistent with the best interests of the Foundation. The following circumstances shall be deemed to create a Conflict of Interest:~~

~~A. A contract or transaction between the Foundation (or a Foundation radio station) and an Interested Person or Family Member. B. A contract or transaction between the Foundation (or a Foundation radio station) and an entity in which an Interested Person or Family Member has a Financial Interest or with which such Person has a relationship, for example~~

~~as a director, officer, trustee, partner, or guardian C. A compensation arrangement between any entity or individual with which the Foundation (or a Foundation radio station) has a contract or transaction and an Interested Person or Family Member. D. A compensation arrangement between any entity or individual with which the Foundation (or a Foundation radio station) has a contract or transaction and an entity in which an Interested Party or Family Member has a Financial Interest. E. An Interested Person competing with the Foundation in the rendering of services or in any other contract or transaction with a third party. F. An Interested Person accepting gifts, entertainment or other favors from any individual or entity that: (1) does or is seeking to do business with, or is a competitor of, the Foundation (or a Foundation radio station); or (2) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from the Foundation (or a Foundation radio station), in both cases under circumstances where it might be reasonably inferred that such action was intended to influence or would likely influence the Interested Person in the performance of his or her duties.~~

Section 3: Disclosures, Findings and Approval Procedures

~~An Interested Person must disclose in writing all material facts related to an actual or potential Conflict of Interest to the Board and/or the members of a committee considering a proposed contract or transaction to which the Conflict of Interest relates. If a contract or transaction is not being considered by the Board or a committee, the required disclosure must be made to the Board Chairperson. Until a Conflict of Interest has been voted upon by the Board in accordance with this Section 3, an Interested Person shall refrain from any action that might affect the Foundation's participation, or that of any of its radio stations, in any contract or transaction affected by a Conflict of Interest. After disclosure of the Conflict of Interest and all material facts, and after the Interested Person responds to any questions that the Board may have regarding the Conflict of Interest, the Board shall discuss the matter, outside the Interested Party's presence, and vote on the contract or transaction in question. If the Interested Person is a Director, s/he may not vote on the contract or transaction to which the Conflict of Interest relates, but may be counted in determining the presence of a quorum for purposes of the vote. After disclosure of the Conflict of Interest and all material facts, and after the Interested Person responds to any questions that the Board may have regarding the Conflict of Interest, the Board shall discuss the matter, outside the Interested Party's presence, and vote on the contract or transaction in question. If the Interested Person is a Director, s/he may not vote on the contract or transaction to which the Conflict of Interest relates, but may be counted in determining the presence of a quorum for purposes of the vote. The Board shall determine by a majority vote of the disinterested Directors whether a Conflict of Interest exists and, if so, whether it is in the Foundation's (or a Foundation radio station's) best interest to nonetheless enter into the contract or transaction. If appropriate, the Board Chairperson may appoint a disinterested person or committee to investigate alternatives to a proposed contract or transaction. In order to approve the contract or transaction, the Board must in good faith after reasonable investigation make the following determinations: (A) that the contract or transaction is for the benefit of the Foundation; and (B) that the contract or transaction is fair and reasonable; and (C) that the Foundation is not~~

likely to obtain a more advantageous arrangement with reasonable effort under the circumstances. The minutes of the Board or committee meeting shall reflect: (D) that the Conflict of Interest was disclosed; (E) the Board or committee's decision regarding the Conflict of Interest, including a statement that the Interested Person was not present during the final discussion and vote; and (F) that the Interested Person abstained from voting.

Section 4: Violations of the Conflicts of Interest Procedures

If the Board or committee believes that an Interested Person has failed to disclose an actual or potential Conflict of Interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the Interested Person and making any further investigation, the Board reasonably believes is warranted in the circumstances, the Board determines that the Interested Person has in fact failed to disclose an actual or potential Conflict of Interest, it shall take that action it, in its sole discretion, believes to be appropriate in light of the circumstances.

Article XIV. Voluntary Dissolution and Prohibition Against Sharing Foundation Profits and Assets

Section 1: Method

In addition to the provisions of California Corporations Code §6610(b), the Members of the Foundation may elect to voluntarily dissolve the Foundation in the following manner:

A. A petition for the voluntary dissolution must be signed by ten (10%) percent of the Members of the Foundation and submitted to the Foundation's Secretary. Within 45 days of the Board's receipt of said petition, a vote of the Board on said petition for voluntary dissolution shall be held. B. If a majority of all Directors of the Board vote in favor of voluntary dissolution, then the matter shall be submitted to a vote of the Members (within 45 days after the Board's vote) via a ballot prepared and distributed in accordance with the terms of Sections 8(A), 8(B), 8(C) and 8(D) of Article of these Bylaws. An action for voluntary dissolution shall be deemed approved upon the majority vote of the Members voting, provided that a quorum is met. C. If the Directors of the Board vote against, or fail to approve, voluntary dissolution, then the matter shall be submitted to a vote of the Members (within 45 days after the Board's vote) via a ballot prepared and distributed in accordance with the terms of Sections 8(A), 8(B), 8(C) and 8(D) of Article of these Bylaws. An action for dissolution under this Section 1(C) shall be deemed approved upon the majority vote of all the Members. D. The Attorney General must be notified in the event of the commencement of a voluntary dissolution of the Foundation.

Section 2: Disposition of Assets

Upon the dissolution of the Foundation, the Board shall, after paying or making provisions for payment of all known debts and liabilities of the Foundation, dispose of the assets in a

manner consistent with the Foundation's mission as set forth in its Articles of Incorporation and/or to such organization(s) as shall at the time appear devoted to the same mission as this Foundation, subject to the approval of the Attorney General.

Section 3: No Benefit Shall Inure to Any Member, Director, Officer or Employee of the Corporation

No Member, Director, Delegate, Officer, employee, or other person connected with the Foundation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Foundation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Foundation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws or is fixed by resolution or approval of the Board. No person(s) shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Foundation. All Members of the Foundation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Foundation, whether voluntarily or involuntarily, the assets of the Foundation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation, Bylaws and/or California law and not otherwise.

Article XV. Voting Methods

Section 1: Voting Methods

Unless otherwise expressly provided in these Bylaws, all elections by the Members, Delegates, Directors, and LSBs, shall be conducted by the Single Transferable Voting method where there is more than one seat or position to be filled, and by the Instant Runoff Voting Method where there is only one seat or position to be filled. In any phase of evaluating IRV results, in the event of a tie, the next tier of choices are evaluated until the tie is resolved (if tied on first place votes, add up the 2nd choice votes, and so on. If this does not resolve the tie, the winner will be selected by lot (flipping a coin or other agreed upon method of chance.)

A. SINGLE TRANSFERABLE VOTING METHOD. The following manner of single transferable voting shall be used in order to achieve proportional representation: 1. Each ballot shall list all candidates for the position and give each voter the option of voting for one candidate or of ranking the candidates in order of preference. 2. Vote counting shall start with a tabulation of each voter's first, or only, choice vote. 3. A threshold number of votes a candidate needs to be elected shall then be established ("Threshold"). The Threshold shall be that number which is equal to the integer part of: the total number of valid ballots cast divided by the sum of one plus the number of seats to be filled, plus one {integer part of [total number of valid ballots cast/(1 + the number of seats to be filled)] + 1}. 4. Those candidates receiving the Threshold number of votes, or more, shall be declared elected. Votes acquired by a candidate in excess of the Threshold shall be deemed that candidate's "surplus." 5. If no candidates, or an insufficient number of candidates, obtain a

winning number of votes to be elected, then in order to fill those remaining seat(s), votes shall be transferred as follows:

a. ~~Transfer of surplus votes shall commence with the candidate having the largest surplus. A portion of that candidate's surplus votes shall be transferred to the next candidate choice of those voters who elected him/her. The portion of the surplus distributable to the next candidate choice shall be that amount determined by dividing the transferring candidate's surplus amount by the total number of votes received by that candidate. (For example, if the candidate received 1000 votes and the threshold was 900 votes, then s/he had a surplus of 100 votes. Therefore 0.10 (100/1000) of a vote from each of those 1,000 ballots is transferred to those voters' next choices.) Votes may not be transferred to candidates who have already been elected (nor may votes be transferred to candidates who have been eliminated as set forth below.) When a voter's next choice is not eligible for receipt of transferred votes, that portion of a vote shall be transferred to that voter's next indicated choice unless all choices on that ballot have been exhausted. If all choices on that ballot have been exhausted, that portion of a vote shall be transferred to a special "exhausted vote" tally. After the transfer of all that candidate's surplus votes, a tally shall be taken.~~

b. ~~If said tally does not result in a sufficient number of winning candidates to fill the remaining seats and if the previous transfer of surplus votes creates a new surplus, then surplus votes of the candidate then having the largest surplus shall be transferred to those voters' next choices, consistent with subsection (a) above, until all said candidate's surplus has been transferred or all declared choices on a ballot have been exhausted.~~

c. ~~After each distribution of a candidate's surplus, a tally shall be taken to determine the winning candidate(s). This process of distributing surplus votes shall continue until all open seats are filled, until all surplus votes have been transferred or until ballot choices have been exhausted.~~

d. ~~If, after all surplus votes have been distributed in the manner described above, there remain unfilled seats, the candidate with the least number of votes shall be eliminated and his/her votes at their current value shall be transferred to those voters' next choice candidates who have not been previously declared elected or eliminated. The order in which candidates are eliminated shall be recorded as their ranking (highest rank given to the last eliminated, lowest rank given to the first eliminated). If there is a tie as to the candidate with the least number of votes, the candidate to be first eliminated shall be decided by drawing straws. Once all of that eliminated candidate's votes have been transferred, a new tally shall be taken to determine new winning candidates, if any. If there are no new winning candidates, then the candidate remaining with the least number of votes shall be eliminated and his/her votes at their current value shall be transferred, as above, until there are one or more new winning candidates. The new winning candidate(s) surplus votes shall then be distributed as in (a) through (c) above.~~

e. ~~If, at any point when eliminating candidates under point (d) above, it can be determined that the elimination of more than one candidate is mathematically inevitable, then all such candidates may be eliminated at the same time. Elimination of multiple candidates is mathematically inevitable when: i. The number of unelected candidates remaining after the~~

elimination is equal to or greater than the number of unfilled seats; and ii. The total of all votes allocated to the candidates in question is less than the total number of votes of the candidate with the next higher vote count.

f. This process of distributing surplus votes of winning candidates and eliminating losing candidates, as described in (b) through (e) above, shall be repeated until all seats have been filled, or until the number of unfilled seats equals the number of continuing candidates. In the latter case, all remaining continuing candidates are declared elected.

B. INSTANT RUNOFF VOTING METHOD

For purposes of these Bylaws, the method for Instant Runoff Voting shall be as follows:

1. Each voter shall have one vote.

2. Each ballot shall list all candidates for the position, on which ballot the voter shall rank the candidates in order of preference (with 1 representing the voter's first choice, 2 representing the voter's second choice and so on).

3. Vote counting shall start with a tabulation of all first choices among the voters. If any candidate receives a majority of the first choice votes, that candidate is declared the winner.

4. If no candidate achieves a majority, the "last place candidate" (defined as the candidate receiving the least number of first choice votes) is eliminated. In the case of a tie for last place, the first to be eliminated will be decided by lot. The votes of the voters who ranked the eliminated candidate as their first choice are redistributed to said voters' next choice candidate(s) as indicated on their ballots. Any votes where there is no second choice indicated on the ballot go to an "exhausted vote" tally.

5. After this redistribution, the votes are tabulated again. If no candidate receives a majority of the non-exhausted votes, then the last place candidate after this vote is eliminated and the votes of those voters who ranked him/her as their highest choice among continuing candidates are redistributed to each of said voter's next choice candidate, or to the "exhausted vote" tally if no further choices remain on the ballot. Another tabulation is then done.

6. This process of successively eliminating last place candidates, redistributing votes and tabulating continues until only one candidate remains or a candidate gains more than 50% of the non-exhausted votes.

Article XVI. Parliamentary Procedure

The rules contained in Robert's Rules of Order Newly Revised, as amended from time to time, shall govern the Foundation in all cases where they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order which the Foundation may adopt.

Article XVII. Amendment of Articles of Incorporation and Bylaws

Section 1: Amendment of Bylaws

A. PROPOSING AMENDMENTS

Amendments may be proposed
by:

(1) six (6) Directors;

(2) a majority vote of the Delegates of each of two radio
stations; or

(3) a petition signed by at least one percent (1%) of all Members, which petition to be
considered "proposed" must be delivered to the Foundation's Secretary.

B. VOTING AND APPROVAL

~~(1) Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of two
ballots 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 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 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 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 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.~~

~~(3) The Members shall vote on any proposed amendment approved by the Board and the Delegates, even if said amendment was not proposed by Member petition, if said amendment would do any of the following:~~

~~(i) increase or extend the terms of Directors or Delegates;~~

~~(ii) increase the quorum for Members' meetings or Members' actions;~~

~~(iii) change proxy rights;~~

~~(iv) authorize cumulative voting or a change in the voting method or manner of counting ballots; or~~

~~(v) materially and adversely affect a Member's rights as to voting or transfer.~~

~~In the event that a proposed amendment would do any one of the above-mentioned things, it shall not be adopted unless also approved by the Members; provided however, that such adoption, amendment or repeal also requires approval by the members of a class if such action would materially and adversely affect the rights of that class as to voting or transfer in a manner different than such action affects another class.~~

~~(4) If a vote of the Members is required hereunder for the approval of any proposed amendment, then no later than 60 days after the vote of the Board and Delegates above, written ballots shall be distributed, or otherwise made available to the Members, pursuant to the provisions of Sections 8(A), 8(B), 8(C) and 8(D) of Article 3 of these Bylaws, to vote on the proposed amendments. To be approved, a proposed amendment must receive the approval of the Members by a majority vote, provided that a quorum must be established by written ballot. If the proposed amendment would impact one class of Members differently from another class, the Members shall vote in classes and the majority vote of the Members of each class shall be required to approve the amendment, provided that a quorum of each class must be established by written ballot. The results of said amendment ballot shall be reported within 30 days of the date the ballots must be returned to be counted and shall be posted on the Foundation's website.~~

~~(5) Notwithstanding any of the provisions of this Section 1(B), these bylaws may not be amended or repealed if said amendment or repeal would: (i) violate any state or federal statute or regulation; (ii) conflict with the Foundation's Articles of Incorporation; or (iii) create conflicting provisions in these bylaws.~~

Section 2: Amendment of Articles of Incorporation

A. PROPOSING AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by:

(1) 6 Directors;

~~(2) a majority vote of the Delegates of each of two Foundation radio stations; or~~

~~(3) by a petition signed by 2% of all Members, which petition to be considered "proposed" shall be delivered to the Foundation's Secretary.~~

B. APPROVING AMENDMENTS

~~(1) The Board and Delegates shall vote on all amendments to the Articles proposed pursuant to Section 2(A) of this Article, above, within 90 days from that date on which the Foundation's Secretary receives the Members' petition or receives notice of the Board proposal or the Delegates' vote proposing said amendment.~~

~~(2) In order for an amendment to the Articles proposed pursuant to Section 2(A) of this Article, above, to be approved or adopted, and subject to Section 2(B)(5) of this Article, below:~~

~~(i) the proposed amendment(s) must be approved by: (a) the 2/3 vote of all Directors; (b) the 2/3 vote of all the Delegates of at least three the Foundation radio stations (the Delegates shall vote on the proposed amendment(s) within the same calendar month as the Board); and (c) the 2/3 vote of the Members, provided a quorum of the Members has been established by written ballot; OR~~

~~(ii) in the case of an amendment(s) proposed by Member petition pursuant to Section 2(A)(3) above, said amendment may be adopted in the absence of an affirmative vote by the Board and/or the Delegates if said proposed amendment(s) is approved by a 3/4 vote of the Members, provided a quorum of the Members has been established by written ballot.~~

~~(3) Notice of a proposed amendment to the Articles shall be shall be posted on the Foundation's website on 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") 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.~~

~~(4) No later than 30 days after the vote of the Board and the Delegates, written ballots shall be distributed, or otherwise made available to the Members, pursuant to the provisions of Sections 8(A), 8(B), 8(C) and 8(D) of Article 3 of these Bylaws, to vote on the proposed amendment(s). The results of said amendment ballot shall be reported within 30 days of the date the ballots must be returned to be counted and shall be posted on the Foundation's website. (5) Notwithstanding any of the provisions of this Section 2(B), these Articles may not be amended or repealed if said amendment would (i) violate any state or federal statute or regulation; or (ii) conflict with other provisions of the Articles.~~

ARTICLE XII. AMENDMENTS

The Board of Directors may amend these Bylaws by a 2/3rds majority vote of all the Directors at a regular or special meeting, provided however that written notice setting forth the amendment or summary of the changes to be effected thereby shall be given to each director and shall be posted on the Foundation website and each Pacifica radio station website at least thirty (30) days prior to the vote. Members shall be provided with a means to electronically submit written comments to the Board on the proposed amendments prior to the meeting.

Members may propose Amendments by a petition signed by 1% of the total membership. The proposed Amendments may be adopted by a 2/3rds majority vote of all the Directors, and if they fail to adopt them, then by a vote of approval of the members.

No amendment that changes the number of Directors of either class, or the manner of nomination or election of any class of Directors may be adopted without the vote of approval of the members. No amendment that adversely affects the rights of the members, or any class of members, as specified in these Bylaws or under the California Nonprofit Corporation Law may be adopted without the vote of approval of the members, or the affected class of members, as the case may be. The Bylaws may not be restated without a majority vote of the Members.

ARTICLE XIII. INSPECTION RIGHTS

Section 1. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect The Foundation's books, records, documents, and physical properties, excluding confidential employee records. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts.

Section 2. MEMBERS' INSPECTION RIGHTS

Members of the Foundation shall have the following inspection rights, but only for a purpose reasonably related to such person's interests as a Member of the Foundation, and subject to the Foundation's right to provide a reasonable alternative method for achieving the Member's articulated purpose:

A To inspect and copy the record of all Members' names, mailing and email

addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Foundation, which demand shall state the purpose for which the inspection rights are requested. Where the Foundation reasonably believes that the information will be used for an improper purpose, or where the Foundation provides a reasonable alternative to achieve the Member's articulated purpose, the Foundation may deny the Member access to its membership list and information;

B. To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Foundation by the Member, for a purpose reasonably related to such person's interests as a Member, provided, however, that said Member will not be permitted to review sealed Minutes from closed meetings; and

C. To inspect and review copies of reports filed by the Foundation with the Attorney General consistent with Section 6324 of the California Corporations Code.

Any member's inspection may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE XIV. MISCELLANEOUS

Section 1. CONFLICTS OF INTEREST

Conflict of interest arises whenever the personal or professional interests of a Director, a management-level Foundation employee, or their respective partners, spouses, or immediate family members (each an "Interested Party") is at odds with the best interests of The Foundation. To assure that the best interests of The Foundation are protected, the Board shall develop and implement a Conflict of Interest Policy that:

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1. Identifies potential conflicts of interest as they arise

2. Assures that an Interested Party does not participate in Board deliberations or vote of the Board on the matter

3. Requires the Board to hire or contract with the Interested Party only if the Board determines that the Interested Party is the best qualified person, and that the Interested Party will provide the goods or services at the best price.

4. Records in the minutes of the Board meeting that the potential conflict of interest

was disclosed to the Board and that the Interested Party did not participate in Board deliberations or vote.

Section 2. AUTHORITY TO BORROW, ENCUMBER ASSETS

No Officer, Agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority specifically delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors by a majority vote for any of the above purposes and may be general or limited to specific instances.

Section 3. ELECTRONIC TRANSMISSIONS

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or e-mail; provided that (a) The Foundation has obtained a valid written consent from the recipient to the use of such means of communication; (b) for electronic transmissions to The Foundation, The Foundation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible, tangible form.

ARTICLE XV. TRANSITION BOARD AND ELECTIONS AND MEETINGS

Section 1. APPOINTMENT OF TRANSITION AT-LARGE DIRECTORS.

By approval of these Restated and Amended Bylaws by the Members, the following individuals are appointed to serve as Transition At-Large Directors: Heidi Boghosian, Judy Graboyes, Robert “Bob” King, Barbara Ransby, Walter Riley, and Norman Stockwell.

Their terms shall commence at the first meeting of the Transition Board which shall occur during the during the last two weeks of January 2020. The terms of the previous Board of Directors shall expire on that date. Until the election of Station Representative Directors is completed at a Board meeting to take place within the first ten (10) days in May 2020, the At-Large Directors shall constitute the full Board of Directors and shall be authorized to take any and all actions they deem necessary for the Board of Directors to

take that are not in conflict with law or these bylaws.

If any of the above-named individuals becomes unable to serve prior to the first meeting of the Transition Board, then the remaining Transition At-Large Directors shall choose a replacement or replacements, in the order of their choosing, from the following Alternate Transition At-Large Directors: Terri Burke, Mustafaa Carroll, and Louis Vandenburg.

Section 2: FIRST MEETING OF THE TRANSITION BOARD

The first meeting of the Transition Board shall be held within the last two weeks of January 2020. At that meeting the Transition At-Large Directors shall elect a Chair *pro tem*, a Vice- Chair *pro tem*, a Secretary *pro tem*, and a Treasurer *pro tem*. The Secretary *pro tem* will hold that position until a paid Secretary can be hired. The other *pro tem* Officers will serve until the Station Representative Directors are seated in May 2020, at which time the Chair, Vice-Chair, and Treasurer shall be elected for the remainder of the term ending March 31, 2021, or until their successors shall be elected.

The Executive Director and Chief Financial Officer shall provide the incoming Transition At- Large Directors with a board orientation packet, which shall include the three most recent independent auditors' reports, the most recent three IRS Form 990s, a copy of these Bylaws, any board policies and procedures manual that may exist, the current budgets and most recent financial reports, and such additional reports and information as they deem appropriate and necessary.

The Transition At-Large Directors will draw straws or use some other chance procedure to determine which two of them will have terms ending March 31, 2021, which two will have terms ending March 31, 2022, and which two will have terms ending March 31, 2023, to establish a staggering of terms going forward so that 1/3rd of their terms expire each year.

The Transition Board may conduct any other business they deem necessary and appropriate at this meeting.

Section 3: NOMINATION AND ELECTION OF TRANSITION STATION REPRESENTATIVE DIRECTORS.

The election of Transition At-Large Directors shall take place under the supervision of the interim Executive Director who shall have the authority to appoint an Election Supervisor, in his sole discretion. If the Board Chair is serving as the interim Executive Director, then the election shall take place under the supervision of the Board Secretary, who shall also have the authority to appoint an Election Supervisor, in his

sole discretion.

Nominations for Transition Station-Representative Directors will open at each station on January 15, 2020 and will close on February 15th. The ballots will be mailed or emailed to eligible Members on or about March 9th, or as soon thereafter as is practicable, and will close 30 days later. The results will be tallied within ten days after the election closes.

A Record Date shall be set between 45 and 60 days before the first ballots shall be made available. Listener-Sponsor Members and Staff Members in good standing on the Record Date shall be eligible to vote.

Any Listener-Sponsor Member in good standing may be nominated for election to the Station Representative Director seat for the radio station with which they are affiliated by the nominating signatures of fifteen (15) Members in good standing who are also affiliated with that radio station. Nominees shall complete nomination form or forms which shall be made available on the Foundation web page and must submit them as directed on the web page and/or the form by the close of nominations on February 15, 2020. Nominees may also submit a statement of up to 500 words stating the reasons for their candidacy and may include one supporting statement of up to 200 words signed by up to 3 members in good standing supporting their nomination.

The Executive Director may appoint an Election Supervisor to conduct and oversee the election, or the election may be conducted under the supervision of the Foundation Secretary, in the discretion of the Executive Director.

The election shall be conducted as an Instant Runoff election, where each voter shall have one vote but may rank their choices on their ballots according to their preferences from first choice up to and including ranking as many of the candidates as the voter desires to rank.

If a Station-Representative Director election fails to reach the 5% quorum, then that Director's seat shall be filled by the Board of Directors for that term by instant-runoff voting.

Section 4: TRANSITION BOARD MEETING IN EARLY MAY 2020

A meeting of the full Transition Board, including the At-Large and Station Representative Directors, shall be held within the first ten (10) days in May 2020. At that meeting the Board shall elect the Chair, Vice-Chair and Treasurer who shall serve for the remainder of the term ending March 31, 2021, or as soon thereafter as

their successors can be elected. The Chair and the Treasurer are required to be At-Large Directors.

The newly elected Transition Station-Representative Directors' terms will begin when they are seated at this Board. The Station Representative Directors will draw straws or use some other chance procedure to determine which two of them will have terms ending March 31, 2021, which two will have terms ending March 31, 2022, and which one will have a term ending March 31, 2023, provided, however, that no one who served on the 2019 board of directors may draw a term that would extend their service as a Director beyond six consecutive years, including the time served as a Director under the previous bylaws.

The Board shall form a Finance Committee, Audit Committee, and Board Recruitment Committee at this meeting, and shall conduct any other business they deem necessary and appropriate.

The Executive Director and Chief Financial Officer shall provide the incoming Transition Station Representative Directors with a board orientation packet, which shall include the most recent three independent auditors' reports, the most recent three IRS Form 990s, a copy of these Bylaws, any board policies and procedures manual that may (or may not) exist, and such additional reports and information, including the most current budgets and financial reports, as they deem appropriate and necessary.

Section 5: APPLICATION OF TERM LIMITS TO TRANSITION BOARD MEMBERS

Article V. section 2, above, provides that "[a] Director may serve up to two (2) consecutive terms, after which they must take a one-year hiatus, before being eligible for reelection. If a Director came on to fill a mid-term vacancy, for purposes of determining whether a term has been served and should be counted towards the term limit, service of 18 months or more, counted from the 1st day of the month when the Director took office, shall constitute a term. Service of less than 18 months shall not be considered a term."

In parallel with that provision, a Transition Director who in the future may wish to run for re- election for a three-year term will be eligible to do so if their continuous service as a Director (whether under the previous bylaws or these new bylaws) will have been less than 54 months at the expiration of their then current term counting from the first day of the month when they first took office. If they will have served 54 or more consecutive months as a Director (whether under the previous bylaws or these new bylaws) at the expiration of their then current term counting from the first day of the month when they first took office, then they shall not be eligible for re-election.

~~Article XVIII. Savings Clause~~

~~In the event that any provision of these Bylaws is or becomes illegal, unenforceable or invalid in whole or in part for any reason, the Board of Directors shall have the right to amend said provision, pursuant to Sections 1(A) and 2(B) of Article 17 of these Bylaws and in a time-frame shorter than that set forth in Article 17, to bring said provision in conformity with applicable law.~~

ARTICLE XVI. SAVINGS CLAUSE

In the event that any provision of these Bylaws is or becomes illegal, unenforceable or invalid in whole or in part for any reason, the Board of Directors shall have the right to amend said provision, pursuant to Article XII of these Bylaws and in a time-frame shorter than that set forth in Article XII, to bring said provision into conformity with applicable law.

ADOPTION OF AMENDED AND RESTATED BYLAWS, the undersigned, is the secretary of this corporation, certifies that by lawful action of the Members of the Foundation, these Amended and Restated Bylaws, consisting of _____ pages have been adopted and constitute, the restated Bylaws of this corporation, subject to the Provisos Concerning Transition Elections and Board appended hereto.

Certified on this _____ day of December,
2019.

[insert name], Secretary of The
Foundation

Signature
required

