

Fully Adopted Bylaws Amendments, 2015 (second ballot)

On October 15, 2015, the Pacifica National Board approved six of the seven proposed bylaws amendments as follows: *Membership Class, Term limits, Regular Meetings by Phone, PNB quorum, LSB quorum* and *LSB Townhall Fundraiser*.

The KPFT delegates met on November 11, 2015 to consider the six proposed bylaws amendment approved by the PNB.

The KPFK delegates met on November 15, 2015 to consider the six proposed bylaws amendment approved by the PNB.

The WPFW delegates met on December 9, 2015 to consider the six proposed bylaws amendment approved by the PNB.

The KPFA delegates met on December 12, 2015 to consider the six proposed bylaws amendment approved by the PNB.

[Note that the WBAI delegates did not vote on any of the proposed bylaws amendments by the December 13, 2015 deadline]

Four of the six proposed bylaws amendments approved by the PNB have since been approved per the bylaws (http://pacifica.org/indexed_bylaws/art6sec1.html) by the majority of the Delegates at 3 of the 5 Pacifica stations, and are therefore adopted. They are as follows: *Term limits, Regular Meetings by Phone, PNB quorum, and LSB quorum*.

The vote tallies and sections affected for each which include the new language are as follows (note that the descriptions of what was changed can be found at the bottom of this report):

Article Four, Delegates, 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.

VOTING ON AMENDMENT:

The PNB APPROVED the proposed bylaws amendment by a vote of 14 YES, 2 NO and 3 ABSTENTIONS.

KPFT Delegates APPROVED the proposed bylaws amendment by a vote of 22 YES , 0 NO and 0 ABSTENTIONS.

KPFF Delegates APPROVED the proposed bylaws amendment by a vote of 14 YES, 0 NO and 2 ABSTENTIONS.

WPFW Delegates APPROVED the proposed bylaws amendment by a vote of 13 YES, 2 NO and 0 ABSTENTIONS.

KPFA Delegates FAILED to approve the proposed bylaws amendment by a vote of 12 YES, 2 NO and 0 ABSTENTIONS.

Article Six, Meetings of the Board of Directors, 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.

VOTING ON AMENDMENT:

The PNB APPROVED the proposed bylaws amendment by a vote of 14 YES, 2 NO and 3 ABSTENTIONS.

KPFT Delegates APPROVED the proposed bylaws amendment by a vote of 21 YES , 0 NO and 0 ABSTENTIONS.

KPFFK Delegates APPROVED the proposed bylaws amendment by a vote of 14 YES, 0 NO and 1 ABSTENTION.

WPFW Delegates APPROVED the proposed bylaws amendment by a vote of 15 YES, 0 NO and 0 ABSTENTIONS.

KPFA Delegates APPROVED the proposed bylaws amendment by a vote of 15 YES, 0 NO and 0 ABSTENTIONS.

Article Six, Meetings of the Board of Directors, 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.

VOTING ON AMENDMENT:

The PNB APPROVED the proposed bylaws amendment by a vote of 13 YES, 2 NO and 4 ABSTENTIONS.

KPFT Delegates APPROVED the proposed bylaws amendment by a vote of 22 YES , 0 NO and 0 ABSTENTIONS.

KPFFK Delegates APPROVED the proposed bylaws amendment by a vote of 13 YES, 3 NO and 0 ABSTENTIONS.

WPFW Delegates APPROVED the proposed bylaws amendment by a vote of 14 YES, 0 NO and 0 ABSTENTIONS.

KPFA Delegates APPROVED the proposed bylaws amendment by a vote of 13 YES, 0 NO and 1 ABSTENTION.

Article Seven, Local Station Boards, 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, the failure to achieve quorum and the next meeting if those present set one.

VOTING ON AMENDMENT:

The PNB APPROVED the proposed bylaws amendment by a vote of 13 YES, 1 NO and 5 ABSTENTIONS.

KPFT Delegates APPROVED the proposed bylaws amendment by a vote of 21 YES , 0 NO and 0 ABSTENTIONS.

KPFB Delegates APPROVED the proposed bylaws amendment by a vote of 13 YES, 3 NO and 0 ABSTENTIONS.

WPFW Delegates APPROVED the proposed bylaws amendment by a vote of 14 YES, 0 NO and 0 ABSTENTIONS.

KPFA Delegates APPROVED the proposed bylaws amendment by a vote of 13 YES, 0 NO and 1 ABSTENTION.

Respectfully submitted by Janet Kobren, PNB Secretary

Description of what was changed

Article Four, Delegates, Section 8: Terms of Office; Term Limits

The existing Bylaws language had been:

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) consecutive years. 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 language that was changed (eliminated language ~~crossed-out~~. Added language in ***italic*** and **bold**) and indicated below is as follows:

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) ~~consecutive~~ **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.

Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings

The existing Bylaws language had been:

The Board may hold special meetings, but not regular 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.

The language that was changed (eliminated language ~~crossed-out~~. Added language in CAPS) and indicated below is as follows:

The Board may hold **REGULAR AND** special meetings ~~but not regular 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.

Article Six, Meetings of the Board of Directors, Section 5: Quorum and Approval

The existing Bylaws language had been:

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.

The language that was amended/added to the existing language is indicated below:

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.

Article Seven, Local Station Boards, Section 7: Quorum and Approval

The existing Bylaws language had been:

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.

The language that was amended/added to the existing language is indicated below:

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, the failure to achieve quorum and the next meeting if those present set one.