

Minutes
Pacifica National Board Open Session
Teleconference Meeting
Thursday, December 29, 2022, 8:30 pm ET

Directors:

Teresa J. Allen, KPFT, Listener - p Burt Cohen, Affiliate - exc Jim Dingeman, WBAI, Listener - p Vanessa Dixon-Briggs, WPFW, Listener - p Sue Goodwin, WPFW, Staff - p Heather Gray, WFRG, Affiliate - p Donna Grimes, WPFW, Listener - p Julie Hewitt, WPFW, Listener, Chair - p Evelia Jones, KPFK, Listener - p Ali Lexa, KPFK, Staff - p Marianne Martinez, KPFT, Listener - p	James McFadden, KPFA, Listener - p Darlene Pagano, KPFA, Staff - p Lawrence Reyes, KPFK, Listener – exc Shawn Rhodes, WBAI, Staff - p James Sagurton, WBAI, Listener - p Sharonne Salaam, WBAI, Listener - p Akio Tanaka, KPFA, Listener - p Mark Van Landuyt, KPFA, Listener - p Beth von Gunten, KPFK, Listener - p Egberto Willies, KPFT, Staff - p Susan Young, KPFT, Listener - p
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Others:

Stephanie Wells, Executive Director - np
Arthur Schwartz, Pacifica Counsel – p
John Tatum, Parliamentarian - np
Polina Vasiliev, Secretary - p
Markisha Venzant - np

1. Preliminary items

A. Call to Order by Chair

B. Roll Call

C. The chair reads the report out from the December 15, 2022 meeting:

PNB met in closed session to discuss financial and legal matters, and did not take any action.

D. Excused Absences – (see above)

E. Identify Timekeepers

People – Heather Gray

Topics – Darlene Pagano

2. Agenda approval

James McFadden move to place his motion before item 5 and 6.

Motion passed w/o objection. Agenda approved w/o objection.

3. Approve Minutes

12-8 and 12-15 minutes approved w/o objection

4. Update on Lawrence Reyes

5. Motion to use 2021 Runners-Up List to Fill 2023 Vacancies (James McFadden)

Yes – Dingeman, Dixon-Briggs, Goodwin, Gray, McFadden, Rhodes, Sagurton, Salaam, Von Guten

No – Allen, Jones, Martinez, Young
Abstain – Hewitt, Ali Lexa, Pagano, Tanaka, Van Landuyt, Willies
[9Y – 4N – 6A: Motion passed]

6. Motion to affirm and assert the intent of recent PNB Resolutions regarding the 2022 Pacifica Elections
{Beth Von Guten)

Yes – Allen, Dingeman, Gray, Jones, Ali Lexa, Martinez, McFadden, Pagano, Sagurton, Tanaka, Van Landuyt, Von Guten, Willies, Young
No – Dixon-Briggs, Salaam
Abstain – Grimes, Hewitt, Rhodes
[14Y – 2N – 3A: Motion passed]

7. Motion on Recent Actions by KPFK LSB

Motion to postpone (Beth Von Guten)
Yes – Dixon-Briggs, Gray, Grimes, McFadden, Sagurton, Salaam, Von Guten
No – Allen, Dingeman, Jones, Ali Lexa, Martinez, Pagano, Tanaka, Van Landuyt, Willies, Young
Abstain – Hewitt, Rhodes
[7Y – 10N – 2A: Motion failed]

Amendment (James Sagurton)
Replace ‘extend term limits’ with “postponing the operation of term limits”.
[Passed w/o objection]

Main Motion as amended:
Yes – Allen, Jones, Ali Lexa, Martinez, Pagano, Tanaka, Van Landuyt, Willies, Young
No – Dingeman, Dixon-Briggs, Gray, McFadden, Sagurton, Salaam, Von Guten
Abstain – Grimes, Hewitt, Rhodes
[9Y – 7N – 3A: Motion passed]

8. ED Report and Q & A

9. General Counsel Report and Q & A

10. Unfinished business – no action
a) Fixing the underwriting motion

11. New Business – no action

- Motions forwarded to PNB Secretary and PNB at least 48 hours prior are presumed to be included here.
- Any motions sent after, if voted onto the agenda as an amendment.

12. Motion to Move into Executive Session at 11:00 pm ET

APPENDIX

5. Motion to use 2021 Runners-Up List to Fill 2023 Vacancies (James McFadden)

Whereas some delegate seats may become vacant in 2023, and

Whereas Article Four, Delegates, Section 10: Filling of Vacancies specifies:
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.

Be it resolved that all delegate vacancies in 2023 follow the procedure in Article Four, Section 10, using the highest ranked candidate from the 2021 delegate election, and only in the event that list of 2021 runners up is exhausted will the LSB resort to appointment of a Member of the appropriate class to serve as Delegate for the remainder of the term.

6. Motion to affirm and assert the intent of recent PNB Resolutions regarding the 2022 Pacifica Elections (Beth Von Guten)

Whereas recent PNB resolutions acknowledge the inherent conflict between the bylaws requirement to hold regular elections and the financial impossibility to do so;

Therefore be it resolved that the PNB affirms and asserts the intent of recent PNB Resolutions to resolve the dilemma by postponing elections until sufficient funding can be secured, with all Delegates and runners up without exception to remain in place until the next election, with any individual vacancies **per Article Four, Delegates, Section 9: Removal of Delegates, paragraphs (A) to (E)** to be filled according to standard Pacifica protocol.

Be it further resolved that, as a committee of the PNB without authority to act autonomously or to overrule PNB resolutions, all actions taken at the December 18, 2022, KPFK LSB meeting to alter the composition of its LSB and to hold elections for 2023 KPFK LSB Officers, are null and void. New nominations and elections for 2023 KPFK LSB Officers shall be held following restoration of the KPFK LSB composition to the status quo ante. The recent irregular election of a 2023 KPFK LSB Treasurer is not recognized.

*Language in red was added by an amendment passed on 1/5/23

7. Motion on Recent Actions by the KPFK LSB (Susan Young)

Whereas,

The Pacifica National Board thoroughly explored options for addressing term limits in the context of the Delegate elections not being held in 2022, announced as such due to exigent circumstances, and voted on October 20, 2022 to (postpone the operation of) [~~extend~~] term limits until the next election for delegates at the end of six-year terms, confirmed this decision in two subsequent votes and communicated the decision about these term extensions in writing to all five stations;

The KPFK LSB met on December 18, 2022 and took actions that directly contradicted the Pacifica National Board decision including removing three Delegates with six-year terms (Sandy Childs, Ali Lexa, Barbara Marbach) and replacing them with persons on the alternates list who had not been elected;

The KPFK LSB, at its meeting on December 18 without valid LSB membership by excluding three eligible members and including three persons not eligible for LSB membership, conducted improper nominations for officers and initiated the remote balloting process;

Pacifica Foundation Bylaws Article Seven, Section 4: Other Local Station Board Powers and Authority provide: 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.

Now therefore be it resolved that,

The meeting of the KPFK LSB held on December 18, 2022 was not a valid meeting because the LSB was not properly constituted due to the removal of three members with six-year terms and the illegal seating of three alternates who were not elected in contravention of the decision by the Pacifica National Board and that all actions taken at that meeting are declared null and void including the nomination of candidates for offices and authorization of the distribution of ballots;

The Directors validly elected by the KPFK LSB in 2022 to serve on the Pacifica National Board will continue to serve in their capacities as Directors until a valid election for 2023 Directors has been conducted by the properly constituted KPFK LSB as recognized by the Pacifica National Board and properly elected Directors are seated by the Pacifica National Board;

Those persons supporting these actions are called upon to immediately remedy their defiance of the stated Pacifica National Board decision regarding (postponing the operation of) ~~extending~~ term limits for six-year terms and reconduct the business on its agenda for December 18 with the LSB restored to its proper composition;

KPFK LSB members who fail to cure the actions invalidated by the Pacifica National Board will be subject to disciplinary actions as warranted;

And these procedures will pertain to any Local Station Board acting in defiance of the Pacifica National Board decision to (postpone the operation of) ~~extend~~ six-year term limits until the next election of Delegates.

MEETING NOTICE:

Thursday, December 29, 2022 8:30 PM ET

Pacifica National Board Teleconference

Purpose: Regular meeting of the PNB; some of the meeting may be in executive session. Committee Members

The PNB passed a motion to meet weekly for the near term at its October 27th meeting.

Julie Hewitt hewitt.wpfw@gmail.com

Posted: 11/02/2022 - 9:21 PM Updated: 12/10/2022 - 3:01 PM