

Pacifica Governance Committee Minutes
May 30, 2012

The meeting took place from 8:11-10 pm by teleconference.

A quorum was reached.

The previous report of April 16 was not approved, and can be amended at a later time.

Attendees: Ken Aaron, Shahram Aghamire, Carolyn Birden, Lydia Brazon, Kathy Davis, Sasha Futran, Joseph Kaye, Luzette King, Bob Lederer, R. Paul Martin, Medina, Colleen Obrien, Marcel Reid, George Reiter, Tracy Rosenberg.

Bill Crosier had requested an excused absence. Absent were: Gail Dixon and John Wenger.

The meeting was called to order. The agenda was unanimously approved.

Resolved: Amending Bylaws Amendment Process.

Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of one ballot per 6-month period related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is 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 once a day at a random time 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(2) In order for new Bylaws to be adopted, or these Bylaws amended or repealed and subject to Section 1(B)(3) below:(i)except as provided in Section 1(B)(3) below, the proposed amendment(s) must be approved by the majority of all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 45 day period beginning with the first voting date of the Board or delegates.; 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.

Motion passed 9-3.

Aghamire, Yes
Birden, Yes
Brazon, No
Davis, Yes
Kaye, Yes
King, Yes
Lederer, No
Martin, Yes
Medina, No
Obrien, Yes
Reid, Yes
Rosenberg, Yes

Resolved: Broadcast Must Be three times between 6:00 AM and 11:00 PM. Motion failed 6-6.

Birden, No
Brazon, No
Davis, No
Futran, No
Kaye, Yes
King, No
Lederer, No
Martin, Yes
Medina, Yes
Obrien, Yes
Reid, Yes
Rosenberg, Yes

Resolved: Broadcast Must Be twice a day between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM. Motion passed 9-4.

Aghamire, Yes
Birden, Yes
Brazon, No
Davis, Yes
Futran, No
Kaye, Yes
King, Yes
Lederer, No
Martin, Yes

Medina, No
Obrien, Yes
Reid, Yes
Rosenberg, Yes

Resolved: Delegates shall vote within 60 days of the vote of the PNB. Motion passed 8-5.

Aghamire, No
Birden, Yes
Brazon, Yes
Davis, No
Futran, Yes
Kaye, Yes
King, No
Lederer, Yes
Martin, No
Medina, Yes
Obrien, Yes
Reid, Yes
Rosenberg, No

Resolved: Amending Bylaws Amendment Process as amended.

B. VOTING AND APPROVAL

(1) Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of one ballot per 12-month period related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is 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 first voting date of the Board or delegates.; or(ii)in the case of amendment(s) proposed by Member petition pursuant to Section1(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 will be completed before December 31 of the year in which the amendment was proposed.

Motion passed 10-2.

Aghamire, Yes

Birden, Yes

Brazon, Yes

Davis, Yes

Futran, No

Kaye, Yes

King, Yes

Lederer, No

Martin, Yes

O'Brien, Yes

Reiter, Yes

Rosenberg, Yes

Call to adjourn at 10 pm.

Meeting adjourned.

Colleen O'Brien

Secretary