

Approved Minutes
Pacifica National Board Special Call-In Meeting
Open/Public Session,
Thursday November 30, 2017 – 8:45 PM ET

Audio of the meeting are archived at:
<https://kpftx.org/archives/pnb/pnb171130/pnb171130a.mp3>

1. Open/Public Session Call to Order.

Chair Jonathan Alexander called the meeting to order.
Secretary Akio Tanaka called the roll.

A. Roll call

Present: Grace Aaron, Jonathan Alexander, *David Beaton, *Jim Brown, Adriana Casenave, Bill Crosier, Kathryn Davis, Benito Diaz, *Rhonda Garner, *Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Cerene Roberts, Mansoor Sabbagh, Nancy Sorden, Alex Steinberg, Akio Tanaka, Themba Tshibanda, *Andrea Turner, Maskeelah Washington

Absent: TM Scruggs

[Present: 21]

* Arrived after the Roll Call

B. Identify Timekeepers – Mansoor Sabbagh, Akio Tanaka

C. Excused Absences

Object to Excused Absence by Benito Diaz

Yes: Grace Aaron, Jonathan Alexander, Jim Brown, Bill Crosier, Kathryn Davis, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, Cerene Roberts, Mansoor Sabbagh, Nancy Sorden, Alex Steinberg, Akio Tanaka,

No: Benito Diaz, Maskeelah Washington

Abstain: Adriana Casenave

[14Y – 2N – 1A: TM Scruggs absence excused]

2. Agenda Approval

Motion: Add an Item to the Agenda by Akio Tanaka

Bylaws Amendment Discussion and Voting

Point of Order: Object to adding the item to the Agenda – by Benito Diaz

Chair rules against the Point of Order.

Vote to affirm the ruling of the Chair

Yes: Grace Aaron, Bill Crosier, Kathryn Davis, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Maskeelah Washington

Abstain: Jonathan Alexander

[10Y – 6N – 1A: Chairs ruling upheld.]

Vote on the motion:

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Maskeelah Washington

[12Y – 6N: Bylaws Amendment Discussion and Vote was added to the Agenda]

Motion: Remove an Item from the Agenda by Robert Mark

“To strike the reference to unknown member of one of the stations, followed by striking out the editorial commentary below it which suggests something that is matter of litigation, that has not been finalized.”

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Maskeelah Washington

Abstain: David Beaton

[11Y – 6N -1A: Item removed from the Agenda]

Agenda Approval as Amended

Yes: Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Maskeelah Washington

[13Y – 6N: Agenda approved]

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Point of Order by Adriana Casenave

To ask the Chair to stop the violation of the Pacifica Foundation Bylaws and the California Corporations Code by using a telephonic system of communication that prevents to comply with:

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

[Amended December 14, 2015]

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.

CORPORATIONS CODE - CORP

TITLE 1. CORPORATIONS [100 - 14631] (Title 1 enacted by Stats. 1947, Ch. 1038.)

DIVISION 2. NONPROFIT CORPORATION LAW [5000 - 10841] (Heading of Division 2 amended by Stats. 1978, Ch. 567.)

PART 2. NONPROFIT PUBLIC BENEFIT CORPORATIONS [5110 - 6910] (Part 2 added by Stats. 1978, Ch. 567.)

CHAPTER 2. Directors and Management [5210 - 5260] (Chapter 2 added by Stats. 1978, Ch. 567.)

ARTICLE 1. General Provisions [5210 - 5215] (Article 1 added by Stats. 1978, Ch. 567.)

5211.

(a)Unless otherwise provided in the articles or in the bylaws, all of the following apply: ...6) Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply: (A) Each director participating in the meeting can communicate with all of the other directors concurrently. (B) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation."

That is why I am asking the chair to stop immediately this illegal telephonic system of communication that violates the rights of Directors to communicate concurrently with all other Directors, propose, or to interpose an objection to any action to be taken by the Foundation.

Action Taken:

Adriana Casenave requested to put the Point of Order in the Minutes.

The Point of Order has been voted on in many previous meetings where the Chair's ruling against the Point of Order was sustained; however, Chair directed Secretary to include the Point Of Order to the Minutes.

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Point of Order by Benito Diaz

This is the 5th consecutive time that" Sharon Brown was not included in the roll call, whereas Mansoor Sabaggh continues to be included in the roll call as a member of this PNB. As we all know, on 10/26/17, a court in California ruled that Sharon Brown is to be returned as a member of her Los Angeles LSB, and as a member of this PNB; and that Mansoor Sabbagh is to be taken off this PNB; and Ismael Parra taken off the KPFK LSB." The PNB is hereby ordered by the court. If this PNB doesn't want to be held in contempt of court, it would be wise to reseal Sharon Brown and unseat Mansoor Sabbagh. Accordingly, Mansoor's name is to be taken off of the roll and substituted with that of Sharon.

Furthermore, I will take this opportunity to remind the members of this PNB that Article 11, Sections 1, 2 and 9 of the Pacifica Bylaws make crystal clear that directors will not be indemnified if they willfully violate a court order. Therefore, unless you want to risk jail time I suggest that this PNB obey the court order.

I will remind the PNB that if there is any doubt as to the accuracy of this Point of Order they should review what happened to Summer Reese and Carolyn Birden in the case of Dan Siegel. "I will also remind the PNB that I sent you the wording of these 3 Bylaw sections shortly before the 11/2/17 OPEN meeting. Here is the wording again."

Article Eleven, 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.

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

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

B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement."

"Finally, I request that the Secretary provide Ms. Brown with the appropriate call-in information; that Mansoor be instructed to get-off the call and his contact discontinued; and that we recess this meeting while we wait for Sharon to join us on the call.")

Action Taken On Point Of Order

Benito Diaz requested to put the Point of Order in the Minutes.

Chair directed Secretary to include the Point Of Order to the Minutes.

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3. Minutes Approval 11-16-17

Vote on the Minutes Approval: 11-16-17

Yes: Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka, Andrea Turner

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

[14Y – 7N: 11-16-17 Minutes approved]

5. Adjourn

Meeting is adjourned to closed session at 9:30 PM ET.

Akio Tanaka – 12/5/17
PNB Secretary