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0 National Election Supervisor Summary

A group of Pacifica members submitted a petition to replace the Pacifica Foundation's current bylaws with a new set of proposed bylaws. If adopted, significant modifications will be made to the foundation's governance structure affecting both the national and local station boards, including how listeners and staff members are represented and can participate.

Referendum Schedule

3/8/21

Beginning of Notice Period

Fair Campaign Provisions must be respected through the end of the balloting period (7/7/21)

4/7/21

Notice Period ends

4/20/21

National board votes

5/17/21

Local station boards votes

6/7/21

Ballots are sent (e-mail or mail)

6/22/21

Last day to request a paper ballot

E-ballot requests will still be available

7/6/2021

Last day to request an e-ballot

7/7/21

Ballots due by 11:59 PM Eastern Standard Time

Voting Member Eligibility

Member's will have 30 days to vote (Yes to adopt proposed bylaws or No to keep the current bylaws) starting June 7th 2021. Members will vote in classes, listeners and staff. Listener members qualify to vote if they made a donation of \$25 (or more) , or

completed 3 hours of volunteer work approved by the station between the dates of April 8th 2020 and April 7th 2021. Staff members qualify to vote if they are on their station's payroll as of April 7th (paid staff), 2021 or if they worked 30 hours on station programming in the 3 months prior to April 7th, 2021 (unpaid staff).

Referendum Outcome

The referendum is valid if both classes of members meet quorum (10% for listeners, ~4,000 votes, and 25% for staff, ~250 votes). A majority of votes (> 50%) will determine whether the current bylaws remain or if the proposed bylaws are adopted.

Graphical representation of the structural differences

Graph 1. [Link to Pacifica's Current Governance Structure](#)

Graph 2. [Link to The Proposed Governance Structure](#)

Table 1. Primary differences between the current and proposed bylaws.

The focus of this table is to present primary differences between the current and proposed bylaws with respect to governance structure. Refer to the full text of the bylaws for similarities.

| | Current bylaws (No side) | Proposed bylaws (Yes side) |
|---|--|--|
| Size | 22 (or 23) directors | 15 directors |
| Election cycle | 2 consecutive cycles in 3 years | 1 cycle in 3 years |
| Director term | 1 year | 3 years |
| Local board member term | 3 years | 3 years |
| Local station board function | Local station board members are elected to serve as directors on the national board. Locally, they review/approve their stations' budget, screen/select and evaluate the general manager and program director. | Local station board members do not serve on the national board. The local station board becomes a community advisory board. It would issue surveys developed by the ED and be involved in publicity efforts. |
| Member classes | 2: listener and staff | 3: listener, paid staff, and unpaid staff |
| Number of unique ballots in 3 year period | 20: 2 per station by member class (10) 2 election cycles in 3 years | 15: assumes national board ballots, (7 types) are combined with local station board ballots (15 types). |
| National Board Election Process | Directors on the Pacifica National Board are elected by local station board delegates. Local station boards elect 3 listener delegates and 1 staff delegate (4) to serve on the national board (4 from 5 stations, 20) for 1 year terms. | The listeners and staff (paid and unpaid) would elect the National Officers (4). Paid staff would elect the paid staff director (1). The unpaid staff would elect the unpaid staff director (1). The listener members from a given station would elect the station directors (1 per station, 5). |
| Local Board Election Process | Local station boards (24 members per station) are elected ½ at a time in 2 consecutive years by a station's respective listener and staff members. At each station: Listener members elect nine members (9) Staff members (including paid + unpaid) elect 3 members (3) | Local community advisory boards (10 to 13 members) would be elected every three years by a station's respective, listener, paid and unpaid staff. At each station: Listener members would elect 5 members (5) Paid staff would elect 1 member (1) Unpaid staff would elect 1 member (1) 3-6 other members are appointed (3-6) |
| At-Large Director(s) | <i>Optional:</i> The national board selects 1 at-large director if they decide to add an additional member to the board (1). | The national board would select 3 at-large directors (3). |

| | | |
|------------------------|--|--|
| Affiliates Director(s) | The national board selects the affiliate directors (2) from those nominated from the affiliate network which includes the Association of Affiliates (2). | The Association of Affiliates would select the Affiliate director (1). |
|------------------------|--|--|

Table 2. Cost comparison of the current and proposed bylaws for a 3 year election cycle

| | Current bylaws (No side) | Proposed bylaws (Yes side) |
|---------------------------|--------------------------|----------------------------|
| Cost per member / 3 years | \$4.18 | \$3.08 |
| Election cycle total cost | \$209,000 | \$154,150 |
| Election supervisor fees* | \$140,000 | \$105,000 |
| Third party vendor fees | | |
| Data management* | \$18,000 | \$13,500 |
| Ballot system fees* | \$25,000 | \$18,750 |
| Printing* and postage | \$26,000 | \$16,900 |

Estimated membership list of 50,000 for all five stations.

*These are variable costs related to the number of unique ballots and membership list size as these increase the complexity of election management. Current bylaws include 20 unique ballots and the proposed bylaws would include 15 unique ballots for a 3-year election cycle.

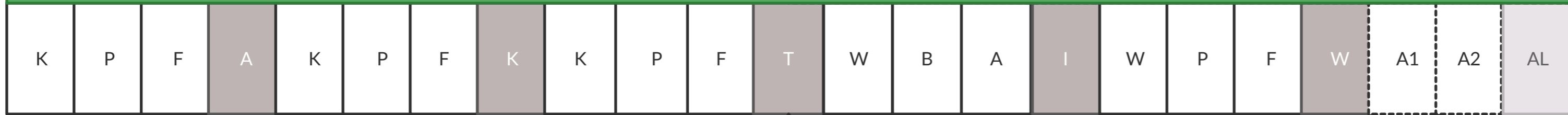
Notes from the National Election Supervisor:

All of these estimates assume no change to the election cycle mechanics which are the same in both current and proposed bylaws. Election supervisor fees could be reduced considerably if membership lists (listener and staff lists) are improved and election materials are standardized (nomination packets, campaign content, ballots) etc. Third party vendor fees can be reduced by reducing printing and postage fees if station membership departments make sure to collect valid email addresses and include a process of opting in to e-ballots when members make their donations.

In the 2020 referendum, 86% of ballots cast were e-ballots. Paper ballots and postcard ballots had a poor return on investment when compared to e-ballots. Paper ballots/postcards cost approximately \$10.50 per vote cast compared to \$1.50 per e-ballot cast in 2020.

Pacifica National Board Governance Structure

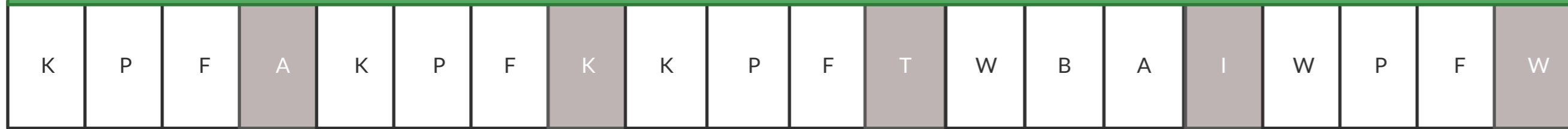
Total of 22 to 23 directors of which 20 are elected by local station boards delegates. Including: 4 delegates per station (3 from listener and 1 from staff delegates (paid+unpaid)). Additionally, there are 2 affiliate directors elected by the board from the nominees from the affiliate network. One At-Large director may be appointed by the Board.



Each rectangle represents 1 director.

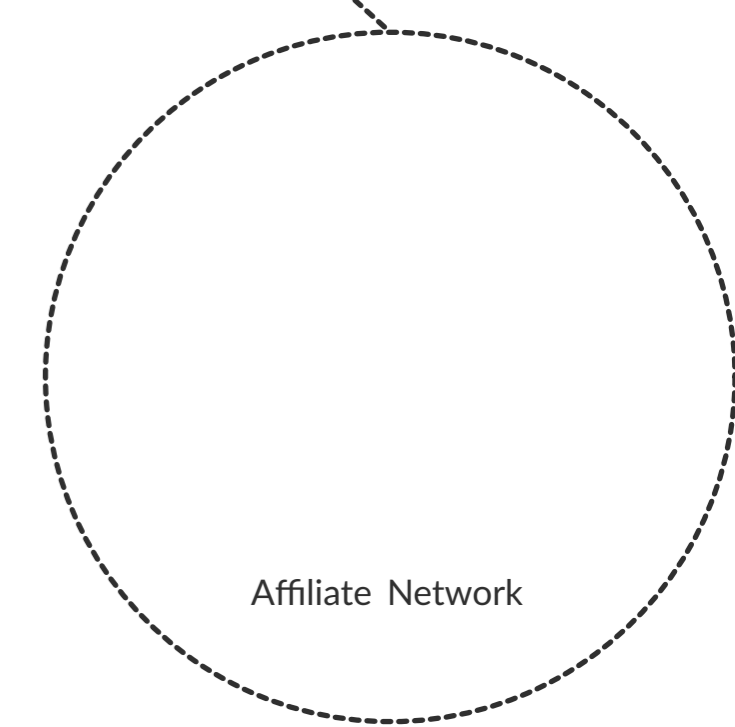
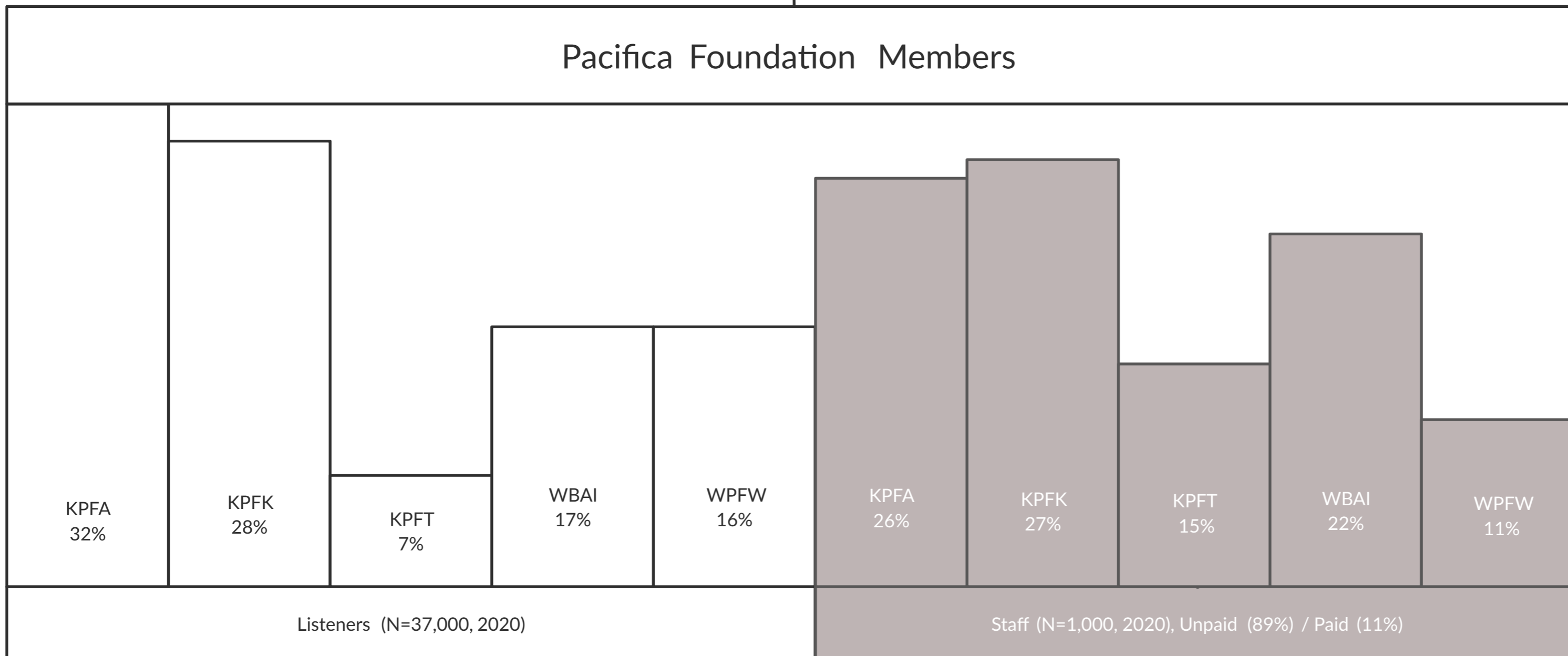
Local Station Boards Governance Function

One board per station, each with 24 delegates elected to 3 year terms, 1/2 at a time in 5 local elections which occur twice out of every 3 years differing by member class (2 different ballots per station, total of 10). Including: 18 listener and 6 staff (paid + unpaid) delegates, elected by their respective member class (listener, paid or unpaid staff). Local station boards each elect 3 listener and 1 staff delegate to become national directors.



Each rectangle represents 6 delegates.

Pacifica Foundation Members



← Elected

← Appointed

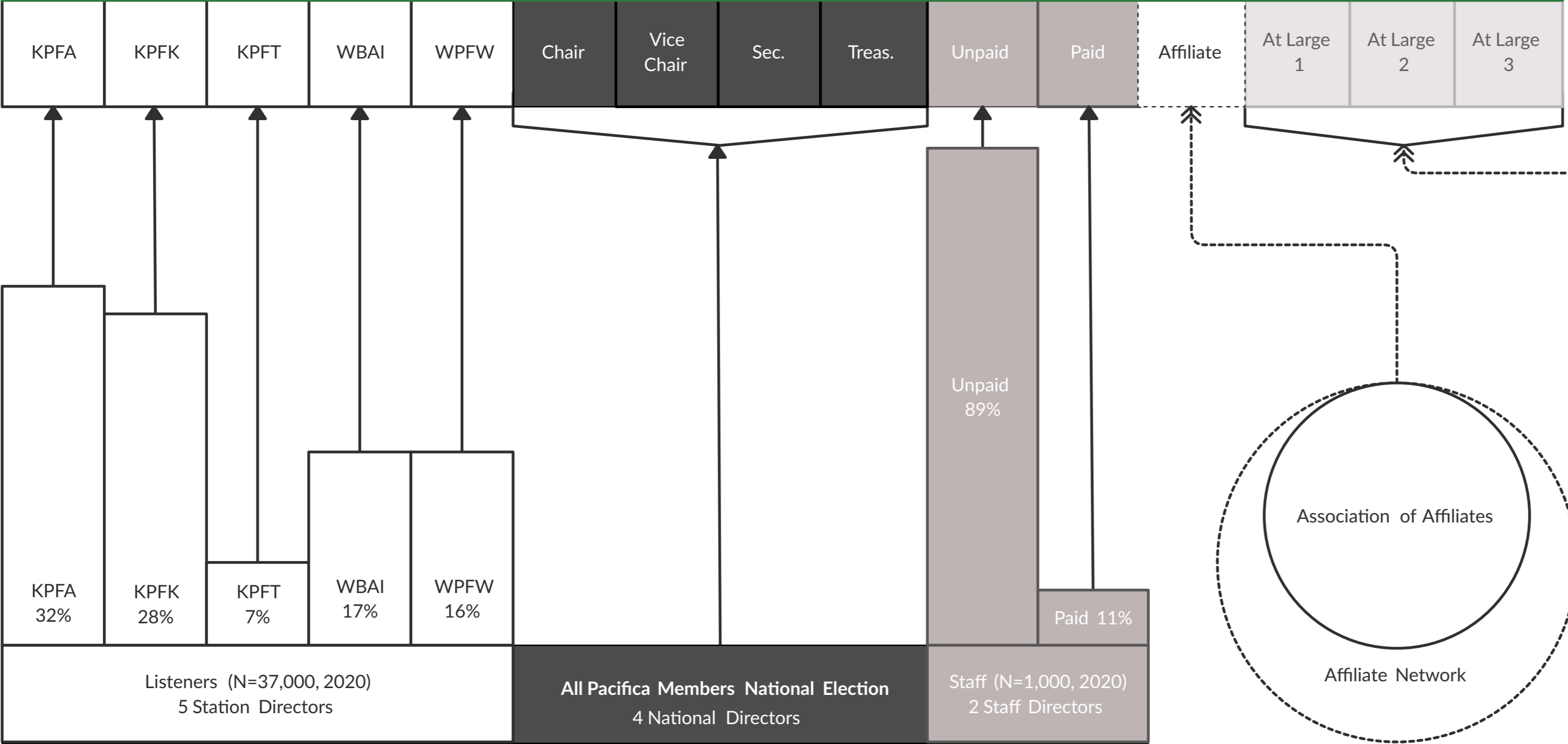
⇐

□ Listener

■ Staff

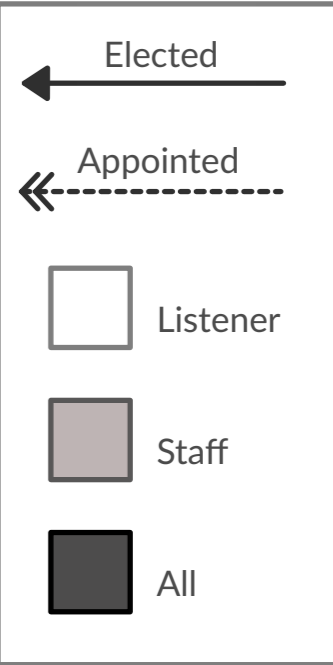
Pacifica National Board Governance Structure

Total of 15 directors of which 11 are elected in 1 national election every 3 years differing by station-member type (7 different ballots).
Including: 1 director elected per station by it's listener members (total of 5), 4 directors elected nationally amongst all members, 1 director elected nationally for paid staff, and 1 director elected nationally for unpaid staff (also referred to as volunteer staff). Additionally there are 3 at-large directors appointed by the board, 1 affiliate appointed by the Association of Affiliates.



Local Station Boards Advisory Function

One board per station, each with a 10 to 13 members, 7 of which are elected in 5 local elections every 3 years differing by member type (3 different ballots per station, total of 15). Including: 5 listeners, 1 paid staff and 1 unpaid staff member, each elected by their respective member class (listener, paid or unpaid staff). Additionally 3-6 other members are appointed by the LSB.



1 The Governance Structure – Size of the Pacifica National Board (PNB)

The Pacifica National Board (PNB) is the legal board of directors of the Foundation. Under the present Bylaws, the five Local Station Boards each elect four of their members to constitute the PNB. Two other PNB members representing the Affiliates are chosen by the PNB from nominees from Pacifica's hundreds of affiliate radio stations.

If the proposed Bylaws amendments are adopted, the new PNB would be smaller, reduced in size from 22 to 15, and made up of four Officers, five Station Directors, one Affiliates Director, two Staff Directors and three Directors-at-Large. Each radio station would send one Director to the PNB, elected by the Listener Members (after the 'transition period'). How other PNB members would be elected or chosen is covered in the next section. Initially the new PNB would hold office through 2023 (For more on methods of election/appointment and terms of office, see topics below.)

2 How & when will the first 10 PNB Officers & Directors be elected or appointed?

The new bylaws call for a “Transition Period” of governance through 2023. During that period, the positions of Chair, Vice Chair, Secretary and Treasurer, would be filled by the four individuals named in the Proposed Bylaw changes. These four officers would take office after the LSBs at each of the five Pacifica stations elect their respective Station Director. At the first meeting of the new PNB, the four new Officers, and the five Station Directors would be joined by one Director chosen by the Affiliates, bringing the total at that point to ten. They would then be joined by two staff Directors and three Directors at large, as described in the next section.

3 Staff Director Elections & Directors at Large

Under the present Bylaws, one of the four Directors each station sends to the PNB must be a staff member from that station. Under the new bylaws, the paid staff from all five stations would elect one paid-staff Director; similarly, the unpaid staff members at all five stations would participate in a combined election to choose one unpaid-staff Director.

For the initial “Transition Period” mentioned above, after these two staff Directors are elected and join the PNB, this group, now totaling twelve, will select the three additional Directors-at-Large.

4 The Ongoing PNB after the Transition period

In November 2023, the Transition Period of governance would conclude. New elections for Officers and Directors would be held in November 2023, with those elected taking office in January 2024. All elected Directors would be chosen as before during the

Transition Period, except that Station Directors would then and henceforth be elected by Listener Members of their respective stations. From then on, all PNB members would serve 3 year terms. Next elections would thus be in 2026, with those elected taking office in January 2027.

5 Role and Duties of the new Local Station Boards (LSBs)

Under the proposed new bylaws, the role of LSBs would change. They would no longer be involved in the hiring, firing or performance evaluations of radio station managers, the review of station budgets, or other station management issues. These functions would be handled by the Pacifica Executive Director and the National Board. LSBs would take over the duties of "Community Advisory Boards," which gather information on how well the station's programming is serving its community, but, like current LSBs, are not authorized to make programming decisions. As noted above, LSB Officers would continue to be elected by Listener-Members of that locale/station. Station Staff would also still elect their 2 LSB representatives. The elected members and Staff Directors would be able to appoint 3 to 6 additional members as needed. All LSB members would still serve 3 year terms and be elected in the same elections held every 3 years for the PNB.

Under the existing Bylaws, the Local Station Boards have 24 members, half of which are elected in 2 out of every 3 years. Under the proposed Bylaws, they would have between 10 and 13 members.

6 Arguments For Proposed Bylaw Changes

YES - side statement

Pacifica in crisis

The Pacifica staff you know and love need your help to save Pacifica. They know **Pacifica needs your YES vote in June** on New Day Pacifica's bylaws proposal for the five stations to survive.

Click [here](#) for endorsements.

Incessant on-air fundraising to dig out of our financial hole isn't working: It's self-defeating, keeps coming up painfully short, and stops us from expanding our listener/income base. The **New Day Pacifica movement is run by volunteer Pacifica supporters who love and want to preserve, protect, and grow *all* our stations, and have done the research, legal vetting, and organizing required to get the job done.**

Current management means well but their hands are tied by Byzantine bylaws that stand smack in the way of a turnaround. **Voting YES in June is our best hope** of restoring Pacifica to the historic strength and progressive influence listeners cherish. **A Pacifica renaissance is possible with your YES vote — let's allow Pacifica to flourish.**

New Day's opposition is making inaccurate accusations to sow confusion, resist change, and preserve a broken status quo.

Not democratic? In reality the Pacifica National Board (PNB) will be *more* democratic:

Instead of elections of PNB members by the Listener Station Boards (LSBs), now elected the indirect way Senators used to be, **the board will be elected directly by the membership** of each station. There will be a democratic board within 15 days of certification of a YES vote.

We want to shut down WBAI? Sounds scary! But **nothing could be further from the truth:**

BAI covers the largest listener area in the country and must continue to serve its community — instead of being hobbled by debt and under constant threat.

For the full response to opposition obfuscation, visit <https://newdaypacifica.org/faq/>

Independent analysis confirms the problem

It's not just New Day — or your instinct as a listener suffering endless fund drives — sounding the alarm. **Pacifica's auditors** have for years **expressed concern about Pacifica's making it as a “going**

concern.” They suggest the kinds of bylaws changes your YES vote will bring. In 2019 our auditors, Rogers & Company, stated:

”As has been communicated by the predecessor independent auditors, **we also agree it would be beneficial for the Foundation to review its Bylaws and consider any revisions to simplify them and encourage more productive meetings....**”

“... **We believe that all divisions should restructure their Boards with fewer members ... result[ing] in more effective governance.... The current process lends itself to protracted and unproductive discourse between participants....**”

The Corporation for Public Broadcasting has said essentially the same thing.

With your YES vote, here's what can be done

The first change is to **hire and support an Executive Director (ED) committed to the Pacifica mission**. Because of dysfunction and micromanagement, we've had **17 Executive Directors in 18 years (!) (interims & permanents) — each chased out, burned out, or fired**. We need to hire the best and support him/her/them. Once you hire a surgeon, you don't tell them how to operate. But cycling through EDs is only one of many deep-rooted problems.

Pacifica's governance structure consists of **122 members**. **Your YES vote will adopt the auditors' advice and reduce that to a functional 15, while preserving the democratic process, retaining listener-members' voice in decision-making**. Other changes will include a robust multi-platform internet presence, more income streams, an online news site, etc.

Details at NewDayPacifica.org.

Key Restructuring Plans of New Day Bylaws

- 1. A new PNB means renewed commitment to Pacifica's financial health and mission, supporting each of our five precious radio stations**
- 2. Four National Transition Officers are elected the same time New Day bylaws are approved. Their mandate: bring Pacifica back to financial/governance health**

Sharon Kyle, KPFK--Transition Chair

Jan Goodman, KPFK--Vice Chair

Lynden Foley, KPFT--Treasurer

Aki Tanaka, KPFA--Secretary

1. **One Director from each station** to be elected to PNB by LSBs within nine days of bylaws approval
2. **Transition Board first meeting** ten to fifteen days after approval of new bylaws

Read the full plan at NewDayPacifica.org.

| PNB | New Day Proposal: # of PNB seats, how elected, all 3 year terms, not staggered | Current Bylaws All 1 year terms | New Day Transition Period 2021-23 (Bylaws Elections June-July 2021) |
|----------------------------|---|---|---|
| National Officers | 4, elected by listeners and staff throughout Pacifica | 4, elected by PNB | Specific individuals named in the bylaws, elected the same time the bylaws are voted on — responsible for implementing new bylaws during 2.5-year transition period |
| Station Listener Directors | 1 per station = 5 total; elected by local listeners | 15, elected by LSB (3 from each station), (members not directly involved) | Chosen by current LSB members within 9 days of approval of new bylaws, before first meeting of the Transition PNB |
| Staff Directors | 2, elected by staff throughout Pacifica (one by volunteer staff, one by paid staff) | 5, 1 from each station, elected by LSB (members not directly involved) | Emergency election after bylaws vote. Volunteer Staff Director elected by volunteer staff, Paid Staff Director elected by paid staff |
| Affiliates Director | 1, designated by Affiliates Association | 2, chosen by PNB | Designated by affiliates before first meeting of Transition PNB |

| | | | |
|--------------------|---|------|---------------------------|
| At-Large Directors | 3, elected by PNB for nominee's specific expertise to help fulfill Pacifica's mission (fund-raising, alternative media, etc.) | None | Elected by Transition PNB |
| Total | 15 | 22 | 15 |

Changes to the Pacifica National Board (PNB)

- PNB drops from 22 to 15
- Term of office increased to 3 years
- All stakeholders' voices heard on the board

****Most of the current bylaws remain unchanged****

Please vote YES in June

7 Arguments Against the Proposed Bylaw Changes

Vote NO side statement

[Click here for endorsements of the NO side](#), which includes over 75% of your current elected National and Local Board Members as well as scores of Pacifica program hosts, staff and past board members who are urging you to vote 'NO' on the proposed New Day Pacifica Bylaws. Why? Because they are undemocratic.

In contrast, the current Pacifica Bylaws embody the democratic, bottom-up governance structure that has kept Pacifica strong and independent for many years. The proposed New Day Pacifica bylaws eliminate local oversight and diversity in favor of top down, corporate style control.

This new set of bylaws called 'New Day Pacifica' was composed in secret with no consultation or collaboration with other Pacifica stakeholders. Why not use the cost-free amendment process in the existing Bylaws? New Day complains that democratic Bylaws cause dysfunction and financial losses but never offer proof or solutions. They don't mention that public and non-commercial broadcasting is in trouble everywhere, or that corporate entities like Air America and Current TV have long since vanished.

Two or more of the proposed New Day officers, and many of their backers, supported the shortsighted, expensive folly of shutting down WBAI in October 2019. They also supported the Bylaws Referendum last year that failed by a whopping 2-1 margin and cost Pacifica about \$150,000. The list of endorsers of the New Day bylaws do not include even *one* person from our two most racially diverse stations, WBAI in New York and WPFW in Washington, D.C.

These proposed bylaws would:

- * dramatically reduce diversity of all kinds in Pacifica Governance and then programming
- * eliminate any local oversight of station management, finances or programming
- * Reduce staff representation
- * divide the paid and unpaid staff
- * reduce representation from our 200+ Affiliates
- * block representatives from WBAI or WPFW from Officer positions for the first 3 years
- * lock out staff from Officer positions
- * lock in factional control of the Officer positions for 3 years
- * add new appointed, unelected Director positions
- * eliminate the checks and balances that are in the current Bylaws
- * give greater power, with less Board oversight, to the Executive Director who will be able to fire General Managers without Board approval
- * allow a single faction, possibly from a single station, to control all of Pacifica indefinitely

New Day Pacifica spreads the fiction that Pacifica governance is 'dysfunctional,' even though over the last few years the Board and iED have:

- extended the loan that enabled the settlement of our \$5.7 million debt to the Empire State Realty Trust for \$3.8 million, thus reducing our overall debt by \$1.9 million. This prevented a ruinous bankruptcy being pushed by some who now support New Day
- set policy that will pay off the principal of the loan through major donor, bequest and grant income
- obtained \$2.4 million in federal stimulus funds
- completed the Fiscal Year 2019 audit, with FY2020 on track to be completed in June
- developed the national COVID Race and Democracy show among all five stations and the Affiliates
- worked to bring KPDK expenses into line with revenue
- prevented the sale of the KPDK building due to unhandled property taxes
- ensured that the Pacifica workers' pension plans are fully funded

Ask yourself, what actual solutions are the New Day proponents putting forward to any of the problems they claim? What role do they play in factionalism, and trying to disrupt the functioning of local and national boards? Why pursue expensive bylaws referenda instead of existing collaborative processes for specific, targeted bylaws amendments? Why won't they say what their financial plan is, or who the "white knight" donors are who they claim will save Pacifica if they take over?

New Day proponents have engaged in a negative campaign of fear mongering and disparagement and ask you to put blind faith and trust in them. They complain about the complexity and length of our current bylaws but have put forward bylaws that are even more convoluted and are actually 13 pages *longer* than the current Bylaws! Their 'transition plan' allows a few named individuals to be appointed as top leaders, with no election, no opportunity to question them individually, and no opposing candidates.

Please vote 'NO' and reject these ill-conceived, irreversible and dangerous bylaws!

The style of 'professional' management New Day supporters like has been tried at KPDK with poor results. The station has lost tens of thousands of members since repeatedly cancelling local news and a co-hosted local morning show, and marginalizing community-based programmers in favor of syndicated strip programming. Their idea of professional management was the iED who illegally shut down WBAI in the midst of a fund drive. Why create a top-down, centralized system that will be dominated by one faction to the exclusion of other voices? Why reduce the role of the paid and unpaid staff in governance, or eliminate elected local oversight? How would these changes impact free speech and our commitment to peace and social justice?

We believe that these changes are meant to control the content you can hear on the airwaves, gentrify Pacifica's broadcasting, favor voices from the corporate political party in power, and silence creativity and cultural expressions from the community. The New Day proposal threatens racial justice and diversity at Pacifica, and disenfranchises the east coast stations with larger Black and Brown memberships, programmers and staff.

We think advocates of bankruptcy and the sale of Pacifica’s assets and stations must not take over via this backdoor bylaws replacement. Our precious stations have been built through the collective efforts of tens of thousands of listeners and hundreds and hundreds of paid and unpaid staff over many decades. Don’t be fooled by the rhetoric! This is an asset grab, pure and simple. Right now the members, *including you*, own Pacifica! Don’t give away this precious legacy. Learn more at <https://pacificafightback.org> and <https://pacificademocracyproject.org>.

Please vote ‘NO’ and reject these ill-conceived, irreversible and dangerous bylaws!

ByLaws Chart: Current vs. Proposed “New Day”

| Current Bylaws | Proposed “New Day” Bylaws |
|---|--|
| Member elected local delegates at each station form a local station board and have advisory budget review and recommendation, evaluate station management review program and diversity criteria, and elect station representatives to national board. | Partially member-elected local boards appoint the rest of the local board, and have budget review, management evaluation, program policy review and selection of national board reps duties stripped. Duties are restricted to fundraising and outreach. They are legally community advisory boards with no relation to the governing board of Pacifica. |
| Up to one appointed member of the Pacifica National Board, and only if the option is exercised by the PNB (has not been in 18 years). | Three appointed members of the Pacifica National Board are required. |
| National Board officers selected by vote of 22 person board, serve for 1 year at the pleasure of the board | National Board officers are directly elected by members in national elections and then serve for three year terms. |
| Staff, paid and unpaid, represented by six seats on local station board and one national board staff seat per station for a total of 5 on the national board. | One staff seat for all 100 paid staff on the national board, one staff seat for all 1,000 unpaid staff on national board, elected by staff members in a national election. |
| Two affiliate reps on the national board, who can self-nominate. Not required to pay dues, can be a free program affiliate like many low power FM stations. | One affiliate rep, selected by a new 501c3 organization called the Association of Affiliates. Only paying affiliate stations included. |
| Three listener representatives to the national board from each station, chosen by local elected delegates. | One national board listener representative from each station elected by members. |

| | |
|---|--|
| Future membership petitions to change the bylaws by vote require signatures of 5% of the membership | Future membership petitions to change the bylaws require signatures by 1% of the membership |
| Need to be a current member to run for a delegate slot and can ascend to national board after one year of local board service | Have to be a member for two consecutive years to run for national board. No local board experience required to run for a national board seat. |
| Local and national board members can be removed via membership recall or board vote and are succeeded by the next runner up from the previous election. | Right of membership recall is removed. If the national board chooses to remove a member by vote, they can simply appoint a replacement and do not need to refer to the list of candidates. |
| Next election in 2022 | Next election in 2024. Majority of national board members pre-selected for next 3 years. |
| Number of elections: 10. For listener and staff seats at all five stations. | Number of elections: 46 - 7 office-specific local seats at each station 6 office-specific national seats, 5 national seats locally. |