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

7/7/2021
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.

Voter Guide

The national election supervisor has summarized the main differences between Pacifica’s current bylaws and the proposed bylaws using graphs, tables and extracts from the full text of the bylaws in order to assist voting members.

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.

<table>
<thead>
<tr>
<th></th>
<th>Current bylaws (No side)</th>
<th>Proposed bylaws (Yes side)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Size</strong></td>
<td>22 (or 23) directors</td>
<td>15 directors</td>
</tr>
<tr>
<td><strong>Election cycle</strong></td>
<td>2 consecutive cycles in 3 years</td>
<td>1 cycle in 3 years</td>
</tr>
<tr>
<td><strong>Director term</strong></td>
<td>1 year</td>
<td>3 years</td>
</tr>
<tr>
<td><strong>Local board member term</strong></td>
<td>3 years</td>
<td>3 years</td>
</tr>
<tr>
<td><strong>Local station board function</strong></td>
<td>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.</td>
<td>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.</td>
</tr>
<tr>
<td><strong>Member classes</strong></td>
<td>2: listener and staff</td>
<td>3: listener, paid staff, and unpaid staff</td>
</tr>
<tr>
<td><strong>Number of unique ballots in 3 year period</strong></td>
<td>20: 2 per station by member class (10) 2 election cycles in 3 years</td>
<td>15: assumes national board ballots, (7 types) are combined with local station board ballots (15 types).</td>
</tr>
<tr>
<td><strong>National Board Election Process</strong></td>
<td>Directors on the Pacifica National Board are elected by local station board delegates.</td>
<td>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).</td>
</tr>
<tr>
<td><strong>Local Board Election Process</strong></td>
<td>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.</td>
<td>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)</td>
</tr>
<tr>
<td><strong>At-Large Director(s)</strong></td>
<td>Optional: The national board selects 1 at-large director if they decide to add an additional member to the board (1).</td>
<td>The national board would select 3 at-large directors (3).</td>
</tr>
<tr>
<td><strong>Affiliates Director(s)</strong></td>
<td>The national board selects the affiliate directors (2) from those nominated from the affiliate network which includes the Association of Affiliates (2).</td>
<td>The Association of Affiliates would select the Affiliate director (1).</td>
</tr>
</tbody>
</table>
### Table 2. Cost comparison of the current and proposed bylaws for a 3 year election cycle

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

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.