

Excerpts from Pacifica Bylaws

ARTICLE SEVEN - LOCAL STATION BOARDS

SECTION 3. SPECIFIC POWERS & DUTIES

Each LSB, acting as a standing committee of the Foundation's Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation's Board of Directors:

- A. To review and approve that station's budget and make quarterly reports to the Foundation's Board of Directors regarding the station's budget, actual income and expenditures.
- B. To screen and select a pool of candidates for the position of *General Manager* of its respective radio station, from which pool of approved candidates the Executive Director shall hire the station's *General Manager*. The LSB may appoint a special sub-committee for this purpose.
- C. To prepare an annual written evaluation of the station's *General Manager*.
- D. Both the Executive Director and/or an LSB may initiate the process to fire a station *General Manager*. However, to effectuate it, both the Executive Director and the LSB must agree to fire said *General Manager*. If the Executive Director and the LSB cannot agree, the decision to terminate or retain said *General Manager* shall be made by the Board of Directors.
- E. To screen and select a pool of candidates for the position of station *Program Director*, from which pool of approved candidates the station's *General Manager* shall hire the station's *Program Director*. The LSB may appoint a special sub-committee for this purpose.
- F. To prepare an annual written evaluation of the station's *Program Director*.
- G. To work with station management to ensure that station programming fulfills the purposes of the Foundation and is responsive to the diverse needs of the listeners (demographic) and communities (geographic) served by the station, and that station policies and procedures for making programming decisions and for program evaluation are working in a fair, collaborative and respectful manner to provide quality programming.
- H. To conduct "Town Hall" style meetings at least twice a year, devoted to hearing listeners views, needs and concerns.
- I. To assist in station fundraising activities.
- J. To actively reach out to underrepresented communities to help the station serve a diversity of all races, creeds, colors and nations, classes, genders and sexual orientations, and ages and to help build collaborative relations with organizations working for similar purposes.
- K. To perform community needs assessments, or see to it that separate "Community Advisory Committees" are formed to do so.
- L. To ensure that the station works diligently towards the goal of diversity in staffing at all levels and maintenance of a discrimination-free atmosphere in the workplace.
- M. To exercise all of its powers and duties with care, loyalty, diligence and sound business judgment consistent with the manner in which those terms are generally defined under applicable California law.

SECTION 4. OTHER LOCAL STATION BOARD POWERS AND AUTHORITY

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.