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13 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
14 **IN AND FOR THE COUNTY OF ALAMEDA**

15 **THE PEOPLE OF THE STATE OF**
16 **CALIFORNIA, *ex rel.* CAROL**
17 **SPOONER, JOHN D. BIELLO,**
18 **CAROLYN M. BIRDEN, KURT**
19 **GUERDRUM, ARTURO GRIFFITHS,**
20 **AMBURN R. HAGUE, LEIGH**
21 **HAUTER, PATRICIA HEFFLEY,**
22 **BARBARA MacQUIDDY, RICK**
23 **POTHOFF, CHARLES P. H.**
24 **SCURICH, RONALD SWART, indivi-**
25 **dually and on behalf of PACIFICA**
26 **FOUNDATION,**

27 **Plaintiffs,**

28 **vs.**

1 **PACIFICA FOUNDATION, a California**
2 **non-profit public benefit corporation**
3 **and charitable trust, MARY FRANCES**
4 **BERRY, JUNE MAKELA, WILLIAM**
5 **LUCY, FRANK MILLSAUGH,**
6 **ANDREA CISCO, KEN FORD, ROB**
7 **ROBINSON, DAVID ACOSTA,**
8 **MICHAEL PALMER, ROBERT FAR-**
9 **RELL, AARON KRIEGEL, PETER**
10 **BRAMSON, KAROLYN VAN PUT-**
11 **TEN, TOMAS MORAN, WENDELL**
12 **JOHNS, and DOES 1-100, inclusive,**

13 **Defendants.**

Case No.

VERIFIED COMPLAINT
IN QUO WARRANTO

[Code Civ. Proc. § 803; Corp. C. §§
5142, 5151(a), 5223, 5250, 5520,
6320(a)(1), 6336, 9505; Govt. C. §§
12580, 12591, 12596, 12598; 11 Bar-
clay's Official Cal. Code Regs. §§ 1-11]

1. **Declaratory Relief Compelling Adoption and Implementation of Fair, Reasonable, and Consistent Mechanisms for Defining and Democratically Selecting Voting Members, and for Voting Members to Democratically Nominate and Elect Directors**
2. **Usurpation of Office**
3. **Breach of Charitable Trust**
4. **Gross Abuse of Authority and Discretion**
5. **Accounting**

1 THE PEOPLE OF THE STATE OF CALIFORNIA, on the Relation of CAROL
2 SPOONER, JOHN D. BIELLO, CAROLYN M. BIRDEN, KURT GUERDRUM,
3 ARTURO GRIFFITHS, AMBURN R. HAGUE, LEIGH HAUTER, PATRICIA
4 HEFFLEY, BARBARA MacQUIDDY, RICK POTHOFF, CHARLES P. H. SCURICH,
5 RONALD SWART, individually, and on behalf of PACIFICA FOUNDATION, complain
6 of Defendants, and each of them, and for cause of action allege:
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9 **PURPOSE OF ACTION**

10 1. (a) This Complaint *In Quo Warranto* is in regard to PACIFICA FOUNDA-
11 TION ("PACIFICA"), a California nonprofit public benefit corporation and charitable
12 trust whose corporate purpose is listener-sponsored free speech radio. (b) Relators
13 accuse Defendants of breach of charitable trust, usurpation of office, and gross abuse of
14 authority and discretion. (c) This Complaint asks the Court to require, in a form and
15 manner acceptable to the People:
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17 (i) a Bylaws amendment establishing a fair, reasonable, and consistent
18 mechanism for the definition and selection of a body of voting members,
19 consistent with a modicum of due process, and ensuring listener-sponsors a
20 voice in the management of the PACIFICA charitable trust;
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22 (ii) a Bylaws amendment establishing a fair, reasonable, and consistent
23 mechanism for PACIFICA's members to democratically nominate and elect a
24 finite number of directors of PACIFICA;
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26 (iii) a full accounting of PACIFICA funds expended by Defendants over
27 the past five (5) years, or such other period as the Attorney General and the
28 Court find reasonable and appropriate, for the purpose of ensuring that such

1 funds have been spent in a manner consistent with the purpose of PACIFICA'S
2 charitable trust;

3 (iv) nomination and election of directors by the newly constituted voting
4 members;

5 (v) appointment of interim provisional directors (e.g., a retired judge, a
6 CPA, a long-time listener-sponsor, and a charitable trusts consultant) to assist
7 the existing directors in the expeditious implementation of each of the above
8 measures.
9

10 11 AUTHORITY FOR ACTION

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13 2. (a) This action is brought in service of the public interest pursuant to: Code
14 Civ. Proc. § 803; Corp. C. §§ 5142, 5223, 5250, and 5520; Govt. Code §§ 12580, 12591,
15 and 12598; and Attorney General Regulations Governing Proceedings in the Nature of
16 *Quo Warranto*, 11 Barclay's Official Cal. Code Regs. §§ 1-11. (b) The Attorney General
17 of the State of California, as guardian of the public interest, supervises charitable
18 entities and enforces their legal responsibilities, including, but not limited to, each
19 entity's fiduciary duties owed the public and each entity's adherence to the purpose for
20 which it was founded.
21

22 23 STANDING

24 3. (a) At all times material hereto, Corp. C. § 5142 was in full force and effect,
25 and was binding upon Defendants, and each of them. (b) Such section permits legal
26 action to enjoin, correct, obtain damages for, or otherwise remedy a breach of a
27 charitable trust. (c) Section 5142 grants standing to: (i) The corporation, or a member
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1 in the name of the corporation pursuant to Section 5710; (ii) An officer of the
2 corporation; (iii) A director of the corporation; (iv) A person with a reversionary,
3 contractual, or property interest in the assets subject to such charitable trust; and (v)
4 The Attorney General, or any person granted relator status by the Attorney General.
5

6 4. (a) Each of the Relators, at all times pertinent hereto, is, and has been, a
7 listener-sponsor of PACIFICA FOUNDATION. (b) Relators bring this action on behalf
8 of the State of California, as guarantor of the rights of the public and especially those
9 members of the public who are listener-sponsors of PACIFICA FOUNDATION and have
10 a clear and direct interest in the charitable purpose of PACIFICA. (c) On information
11 and belief, PACIFICA FOUNDATION has tens of thousands of listener-sponsors,
12 roughly 40% of whom reside in the State of California. (d) By virtue of their status as
13 both sponsors and listeners, Relators and all other PACIFICA FOUNDATION listener-
14 sponsors have cognizable special, beneficial, proprietary and contractual interests in the
15 charitable trust run by PACIFICA FOUNDATION's directors. (e) The listener-sponsors
16 of PACIFICA FOUNDATION are the intended beneficiaries of the PACIFICA FOUN-
17 DATION charitable trust. (f) The listener-sponsors have a direct and defined interest in
18 the PACIFICA charitable trust, distinct from that of the general public, in the
19 enforcement of the charitable obligations at issue. (g) Relators constitute listener-
20 sponsors from each of the five areas of the Country where PACIFICA owns and oper-
21 ates listener-sponsored radio stations. (h) Each of Relators is, and at all times relevant
22 hereto, has been, a listener-sponsor of PACIFICA FOUNDATION in such Relator's
23 particular listener area, donating funds for the support of PACIFICA FOUNDATION.
24 (i) Each Relator is, and has been, the beneficiary of free-speech broadcasting by
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1 PACIFICA FOUNDATION stations. (j) Relators are members of the class that the
2 charitable trust is designed to benefit.

3 4 RELATORS

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6 5. (a) Lead Relator CAROL SPOONER is a citizen and resident of Santa Rosa,
7 California, and is a listener-sponsor of radio station KPFA, Berkeley, California. (b)
8 Relator JOHN D. BIELLO is an adult citizen and resident of New York, New York,
9 and is a listener-sponsor of radio station WBAI. (d) Relator CAROLYN M. BIRDEN is
10 an adult citizen and resident of New York, New York, and is a listener-sponsor of radio
11 station WBAI, New York, New York. (d) Relator KURT GUERDRUM is an adult citi-
12 zen and resident of Spring, Texas, and is a listener-sponsor of radio station KPFT,
13 Houston, Texas. (d) Relator ARTURO GRIFFITHS is an adult citizen and resident of
14 Washington, D.C., and a listener-sponsor of radio station WPFW, Washington, D.C.
15 (e) Relator AMBURN R. HAGUE is an adult citizen and resident of San Francisco,
16 California, and is a listener-sponsor of radio station KPFA, Berkeley, California. (f)
17 Relator LEIGH HAUTER is an adult citizen and resident of The Plains, Virginia, and is
18 a listener-sponsor of radio station WPFW, Washington, D.C. (g) Relator PATRICIA
19 HEFFLEY is an adult citizen and resident of New York, New York, and is a listener-
20 sponsor of radio station WBAI, New York. (h) Relator BARBARA MacQUIDDY is an
21 adult citizen and resident of Nevada City, California, and is a listener-sponsor of radio
22 station KPFA, Berkeley, California. (i) Relator RICK POTHOFF is an adult citizen
23 and resident of Houston, Texas, and is a listener-sponsor of radio station KPFT,
24 Houston, Texas. (j) Relator CHARLES P. H. SCURICH is an adult citizen and resident
25 of both Oakland, California, and San Clemente, California, and is a listener-sponsor of
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1 radio station KPFA, Berkeley, California, and KPFK, Los Angeles, California. (k)
2 Relator RONALD SWART is an adult citizen and resident of Long Beach, California,
3 and is a listener-sponsor of radio station KPFK, Los Angeles, California.
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5 6 DEFENDANTS

7 6. (a) At all times herein mentioned, Defendant PACIFICA FOUNDATION was
8 a nonprofit public benefit corporation and charitable trust, organized and existing under
9 the laws of the State of California, with offices and operations located in the City of
10 Berkeley, Alameda County, California. (b) According to PACIFICA FOUNDATION'S
11 Statement of Information filed with the California Secretary of State, its registered
12 agent is Lynn Chadwick, and its registered office is at 1929 Martin Luther King, Jr.,
13 Way, Berkeley, Alameda County, California, 94704, within the jurisdiction of this
14 Court. (c) PACIFICA FOUNDATION had its genesis in the year 1946 when a group of
15 pacifists founded an organization to establish a listener-sponsored free-speech radio
16 station in Berkeley, California. (d) PACIFICA FOUNDATION first began broadcasting
17 listener-sponsored free-speech radio from KPFA in Berkeley in 1949. (e) Over the
18 ensuing half-century, PACIFICA FOUNDATION grew, and eventually came to own and
19 operate, in charitable trust, for the public benefit, a total of five listener-sponsored
20 radio stations nationwide: KPFA, Berkeley, California; KPFK, Los Angeles, California;
21 WPFW, Washington, D.C.; KPFT, Houston, Texas; and WBAI, New York, New York.
22 (f) PACIFICA FOUNDATION holds in public trust for free-speech radio powerful and
23 valuable FCC licenses, grandfathered in on the commercial bandwidth. (g) On informa-
24 tion and belief, KPFA's market value is at least \$65 million to \$100 million, and
25 WBAI's market value is at least \$100 million to \$150 million. (h) On information and
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1 belief, the net worth of PACIFICA FOUNDATION approaches \$½ billion. (i) PAC-
2 IFICA FOUNDATION, with its powerful transmitters in Northern California and New
3 York, respectively, has a monopoly on listener-sponsored free-speech radio broadcast via
4 high-powered transmitters on the commercial bandwidth. (j) In addition, PACIFICA
5 FOUNDATION syndicates its programs, including "The Pacifica National News" and
6 "Democracy News," to approximately 60 affiliate stations across the Country. (k) The
7 listener-sponsored free-speech radio stations held in public trust by PACIFICA
8 FOUNDATION serve an extraordinary Coast-to-Coast public interest in exercising,
9 championing, and protecting the First Amendment right of free-speech. (l) The listener-
10 sponsors of PACIFICA FOUNDATION have a special interest in the charitable trust
11 run by PACIFICA, because listener-sponsors created PACIFICA in the first place,
12 because listener-sponsors are both the settlors and the beneficiaries of the PACIFICA
13 charitable trust, and because the listener-sponsors have a particularized and justified
14 involvement in the accomplishment of the charitable objectives of PACIFICA.

17 7. (a) At times pertinent hereto, Defendants MARY FRANCES BERRY, JUNE
18 MAKELA, WILLIAM LUCY, FRANK MILLSPAUGH, ANDREA CISCO, KEN
19 FORD, ROB ROBINSON, DAVID ACOSTA, MICHAEL PALMER, ROBERT FAR-
20 RELL, AARON KRIEGEL, PETER BRAMSON, and DOES 1-100, were Directors of
21 PACIFICA FOUNDATION. (b) On or about October 30, 1999, Defendants KAROLYN
22 VAN PUTTEN, TOMAS MORAN, and WENDELL JOHNS were appointed Directors of
23 PACIFICA FOUNDATION. (c) Subject to enforcement and supervisory powers of the
24 State Attorney General, Defendants exercise some of the sovereign powers of govern-
25 ment over the administration of the PACIFICA FOUNDATION public benefit corpora-
26 tion's listener-sponsored charitable trust.
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1 demoralizing and outrageous firings of PACIFICA FOUNDATION staff in retaliation
2 for communicating to listener-sponsors the radical measures taken by the Defendants
3 against the interests and purposes of PACIFICA FOUNDATION; (iii) adoption, without
4 the required approval of voting members, of a dictatorial bylaws amendment permitting
5 the directors to be self-selecting; and (iv) abusive heavy-handed exclusion of listener-
6 sponsors from radio station grounds and public meetings at which the listener-sponsors
7 attempt to be heard and to hold the Defendants accountable for their actions. (c)
8 Defendants spent more than \$500,000 in Pacifica funds on "shutting down and
9 reprogramming" the KPFA station alone, including hiring and installing at KPFA a
10 private militia to lock out the KPFA staff for 23 days, and hiring public relations
11 consultants and lawyers to oppose, and respond to the listener-sponsors' public outcry,
12 over the lockout of, and disrespect for, KPFA listener-sponsors and staff. (d)
13 Defendants have steered, and continue to steer, station programming away from local
14 control, away from unique music, drama, and literature that are seldom aired else-
15 where, away from on-air criticism of particular politicians or particular political views
16 deemed sacrosanct, away from reportage of local community progressive activities, away
17 from unrestrained free-speech commentary and toward bland, vanilla, mass-produced
18 programming. (e) Defendants discussed the sale of KPFA or WBAI. (f) Defendants
19 continue to spend untold thousands of dollars on attorney fees to combat the legitimate
20 complaints of listener-sponsors and members over being unlawfully denied voting rights.
21 (g) Defendants' conduct is so injurious to the reputation of PACIFICA that (i) plans for
22 a 50th anniversary fund-raising drive had to be abandoned and the 50th anniversary
23 fund-raising committee disbanded; and (ii) approximately one-quarter of PACIFICA
24 affiliate stations conducted a one-day boycott of PACIFICA syndicated programs,
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1 including the "Pacifica Network News" and "Democracy Now." (h) Defendants'
2 continued conduct in this regard threatens an immediate and serious diminution in the
3 value of the PACIFICA charitable trust and its consequent ability to fulfill its purpose
4 of providing independent listener-sponsored free-speech radio to the public. (i) These
5 extraordinary actions by Defendants directly injure the interests of PACIFICA
6 FOUNDATION's listener-sponsors, are inconsistent with PACIFICA's express charitable
7 purpose, and threaten irreparable harm to the long-term viability and financial support
8 of PACIFICA.
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10 12. (a) Beginning February 28, 1999, Defendants amended the Bylaws of
11 PACIFICA FOUNDATION to permit the PACIFICA FOUNDATION Directors to be
12 self-selected by PACIFICA's "Board Governance and Structure Committee" (Article III,
13 Section 2) and election by "majority vote of those [of the Board] seated in a quorum."
14 (b) The "Governance and Structure Committee" is nowhere defined in the Bylaws. (c)
15 Such Bylaws amendment was made by the Directors without an approving vote by
16 voting members of PACIFICA FOUNDATION. (d) On or about October 30, 1999, such
17 "Governance and Structure Committee" appointed Defendants KAROLYN VAN PUT-
18 TEN, TOMAS MORAN, and WENDELL JOHNS as Directors of PACIFICA FOUNDA-
19 TION," without any vote by members. (e) The PACIFICA FOUNDATION bylaws do
20 not set forth the number of directors of PACIFICA, nor do they specify a maximum or
21 minimum number of directors of PACIFICA.
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24 13. (a) The appointment of each individually named Defendant as a Director of
25 PACIFICA FOUNDATION was, and is, defective, because such was made without a
26 modicum of due process. (b) Defendants have in place no democratic mechanism giving
27 listener-sponsors a fair and reasonable opportunity to serve as voting members. (c) As a
28

1 consequence, listener-sponsors - the intended beneficiaries of the PACIFICA charitable
2 trust - are thereby denied an effective voice in the process for selection of PACIFICA
3 FOUNDATION directors. (d) This denial of an effective role to listener-sponsors is
4 inconsistent with the purpose of the PACIFICA charitable trust.
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7 **FIRST CAUSE OF ACTION:**

8 **DECLARATORY RELIEF COMPELLING ADOPTION AND IMPLIMEN-**
9 **TATION OF A FAIR, REASONABLE, AND CONSISTENT MECHANISM FOR**
10 **DEFINING AND DEMOCRATICALLY SELECTING VOTING MEMBERS AND FOR**
11 **FOR DEMOCRATICALLY NOMINATING AND ELECTING DIRECTORS**

12 14. The allegations of the above paragraphs 1 through 13 are incorporated
13 herein by this reference.
14

15 15. (a) At all times material hereto, Corp. C. § 5520 was in full force and
16 effect, and was binding upon Defendants, and each of them. (b) Consistent with such
17 statute, director positions in California public benefit corporations are supposed to be
18 filled via "reasonable nomination and election procedures" available to the members,
19 given the nature, size, and operation of the corporation. (c) In addition, at all times
20 material hereto, Corp. C. § 5151(a) was in full force and effect, and was binding upon
21 Defendants, and each of them. (d) Consistent with such statute, the Bylaws of a Cali-
22 fornia public benefit corporation are supposed to set forth the number of directors of
23 the corporation, or that the number of directors shall not be less than a stated minimum
24 nor more than a stated maximum.
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27 16. (a) By virtue of their above-described actions, Defendants have failed, and
28 fail, to establish or maintain a fair, reasonable, and consistent mechanism for defining

1 and democratically selecting voting members, with a modicum of due process. (b) In
2 addition, by virtue of their above-described actions, Defendants have failed to establish
3 or maintain a fair, reasonable, and consistent mechanism for democratically nominating
4 and electing a finite number of directors, given the huge size of the corporation. (c)
5 PACIFICA FOUNDATION's current membership selection procedures and director
6 election procedures are fundamentally unfair, because they give listener-sponsors no
7 voice in the nomination or election of directors, considering the significant nature, size
8 and operations of the corporation.
9

10 17. The absence of a fair, reasonable, and consistent mechanism for the defini-
11 tion and selection of voting members and for the nomination and selection of directors
12 has constituted, and continues to constitute, a violation of Corp. C. § 5520.
13

14 18. (a) As a proximate result of such conduct by Defendants, and each of them,
15 the People of the State of California, and the PACIFICA charitable trust's listener-
16 sponsors in particular, have sustained, and continue to sustain, serious and irreparable
17 injury and damage. (b) Declaratory relief is justified, in the nature of compelling
18 Defendants to adopt a fair, reasonable, and consistent mechanism for defining and
19 democratically selecting voting members and for democratically nominating and electing
20 a finite number of directors, consistent with the substantial nature, size, and operations
21 of PACIFICA.
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24 **SECOND CAUSE OF ACTION:**

25 **USURPATION OF OFFICE**

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27 19. The allegations of the above paragraphs 1 through 13 are incorporated
28 herein by this reference.

1 each of them. (b) Corp. C. § 5142 permits legal action to enjoin, correct, obtain
2 damages for, or otherwise remedy, a breach of a charitable trust. (c) Corp. C. § 9505
3 and Govt. C. § 12591 require the Attorney General to supervise the activities of trustees
4 administering trusts of a charitable nature, to protect the interests of beneficiaries of a
5 charitable trust, and to institute suit when the Attorney General has concluded after
6 investigation that there has been a breach of a charitable trust or a departure from the
7 general purposes of which the corporation was formed.
8

9 25. (a) By virtue of their conduct set forth above, Defendants have engaged in,
10 and continue to engage in, extraordinary violations of the express philanthropic purpose
11 of the charitable trust managed by PACIFICA. (b) These actions have perverted, and
12 continue to pervert, the settlors' charitable intent. (c) Further, these actions threaten
13 the continued long-term viability of the trust. (d) Defendants committed a breach of
14 charitable trust.
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16 26. Defendants' breach of charitable trust has caused, and continues to cause,
17 significant and irreparable damage and injury to the PACIFICA charitable trust and to
18 its intended beneficiaries, those members of the public who are listener-sponsors.
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21 FOURTH CAUSE OF ACTION:

22 **GROSS ABUSE OF AUTHORITY AND DISCRETION**

23 27. The allegations of the above paragraphs 1 through 13 are incorporated
24 herein by this reference.

25 28. (a) At all times material hereto, Corp. C. § 5223 was in full force and
26 effect, and was binding upon Defendants, and each of them. (b) Such section permits
27 the Attorney General to prosecute an action to remove from office any director in case
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1 of gross abuse of authority or discretion with reference to the corporation, and to bar
2 from reelection any director so removed for a period prescribed by the court.

3 29. By virtue of their above-described conduct, Defendants committed a gross
4 abuse of authority and discretion.

5 30. Defendants' gross abuse of authority and discretion has caused, and
6 continues to cause, significant and irreparable damage and injury to the PACIFICA
7 charitable trust and to its intended beneficiaries, those members of the public who are
8 listener-sponsors.
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11 **FIFTH CAUSE OF ACTION:**

12 **ACCOUNTING**

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14 31. The allegations of the above paragraphs 1 through 13 are incorporated
15 herein by this reference.

16 32. (a) At all times material hereto, Corp. C. § 6320(a)(1) was in full force and
17 effect, and was binding upon Defendants, and each of them. (b) Such section requires
18 Defendants to keep adequate and correct books and records of account.

19 33. (a) At all times material hereto, Corp. C. § 6336 was in full force and
20 effect, and was binding upon Defendants, and each of them. (b) Such section requires
21 Defendants to permit lawful demands of any member to inspect the corporation's
22 membership lists, books, records, or minutes, and permits the Court to appoint one or
23 more competent inspectors or independent accountants to audit the corporation's
24 financial statements, properties, funds, and affairs and to report on them in the manner
25 the Court directs. (c) Defendants clearly have applied hundreds of thousands of dollars
26 in PACIFICA FOUNDATION funds toward purposes inconsistent with supporting the
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1 free-speech purpose that is the very purpose of existence of PACIFICA FOUNDATION.
2 (d) Moreover, Defendants, at times pertinent hereto, have concealed from listener-
3 sponsors specifics about the expenditure of the millions of dollars in funding provided by
4 the listener-sponsors.
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6 34. (a) As a proximate result of such conduct by Defendants, and each of them,
7 the People of the State of California, and the PACIFICA charitable trust's listener-
8 sponsors in particular, have sustained, and continue to sustain, serious and irreparable
9 injury and damage. (b) Declaratory relief is justified, in the nature of compelling
10 Defendants to submit to a full accounting of their use and disposition of funds during
11 the past five (5) years or such other period as the Attorney General and the Court agree
12 is reasonable, and to compel Defendants to henceforth promptly make available their
13 books and records to reasonable requests therefor by listener-sponsors.
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16 PRAYER FOR RELIEF

17 WHEREFORE, the following relief is requested:

18 1. Judgment requiring a Bylaws amendment establishing a fair, reasonable,
19 and democratic mechanism for the definition and selection of a body of voting members,
20 consistent with a modicum of due process, and ensuring listener-sponsors a voice in the
21 management of the PACIFICA charitable trust;
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23 2. Judgment requiring a Bylaws amendment establishing a fair, reasonable,
24 and democratic mechanism for PACIFICA's members to democratically nominate and
25 elect a finite number of directors of PACIFICA;
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27 3. Judgment requiring a full accounting of PACIFICA funds expended by
28 Defendants over the past five (5) years, or such other period as the Attorney General

1 and the Court find reasonable and appropriate, for the purpose of ensuring that such
2 funds have been spent in a manner consistent with the purpose of PACIFICA'S char-
3 itable trust, and requiring Defendants to henceforth promptly respond to listener-
4 sponsors' reasonable requests for such data;

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6 4. Judgment requiring cessation of Defendants' expenditures of listener-
7 sponsors' funds on pursuits inconsistent with the objectives of listener-sponsored free-
8 speech radio;

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10 5. Judgment requiring nomination and election of directors by the newly
11 constituted voting members;

12 6. Judgment appointing interim provisional directors (e.g., a retired judge, a
13 CPA, a long-time listener-sponsor, and a charitable trusts consultant) to assist the
14 existing directors in the expeditious implementation of each of the above measures.

15 7. Judgment requiring the provisional directors, within sixty (60) days of
16 judgment entry, to conduct a public meeting in each of the PACIFICA FOUNDATION
17 station areas for the purpose of receiving recommendations on Bylaws amendments
18 establishing a fair, reasonable, and consistent mechanism for defining and selecting
19 voting members and for those members to, in turn, democratically nominate and select a
20 finite number of directors;

21
22 8. Judgment requiring the provisional directors, within ninety (90) days of
23 judgment entry, to recommend to the Attorney General and to the Court one or more
24 recommended Bylaws drafts establishing a fair, reasonable, and consistent mechanism
25 for defining and selecting voting members, consistent with due process principles, and
26 for those members to democratically nominate and select a finite number of directors;

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1 9. Judgment requiring the provisional directors, within one hundred twenty
2 (120) days of judgment entry, to conduct a new election of directors, consistent with the
3 new Bylaws;

4 10. Judgment, upon the election of new directors, determining that each of the
5 individual Defendants is no longer entitled to hold or exercise the office of Director of
6 PACIFICA FOUNDATION, ordering Defendants at that time still in office to yield their
7 offices to the fairly elected directors, and prohibiting Defendants, and each of them,
8 from running for or occupying any PACIFICA FOUNDATION director position for a
9 period of six (6) years, or such other reasonable period of time as may be determined by
10 the Attorney General and the Court;

11 11. Judgment awarding the People costs of suit, including reasonable expenses
12 necessarily incurred in the investigation and prosecution of this action, including, but
13 not limited to, attorney fees, auditor fees, consultant fees, and expert fees;

14 12. Judgment for such other and further relief as the Court may deem proper.
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19 Dated: _____ **BILL LOCKYER, ATTORNEY GENERAL**
20 **KELVIN C. GONG, DEPUTY ATTORNEY GENERAL**
CHARITABLE TRUSTS SECTION

21 **ATTORNEYS FOR THE STATE OF CALIFORNIA**

22
23 _____
By: Kelvin C. Gong

24
25 Dated: November 19, 1999 **BARTLEY LAW OFFICES**
26 **ATTORNEYS FOR RELATORS**

27 _____
28 *Daniel R. Bartley*
By: Daniel Robert Bartley

VERIFICATION

STATE OF CALIFORNIA

COUNTY OF SONOMA

I, CAROL SPOONER, under penalty of perjury, under the laws of the State of California, hereby declare:

I am the lead Relator in this action. I have read the foregoing VERIFIED COMPLAINT *IN QUO WARRANTO*, and know its contents.

I declare that the matters stated therein are true of my own personal knowledge except as to those matters which are stated on information and belief, and as to those matters I believe them to be true; and that I am willing and competent to testify to such matters if called upon to do so.

EXECUTED this 19th day of November, 1999, in Santa Rosa, Sonoma County, California.


CAROL SPOONER