

Committee to Remove the Pacifica Board

"When contempt and arrogance rule, Pacifica loses its soul, its
purpose, its values."

-- the late *Samori Marksman*, WBAI Program Director

"This is something that is precious. This is something that is ours.
This is something that we paid for. This is something that we believe
in.

And this is something that we intend to keep."
-- *Alice Walker* (in the film "KPFA On the Air"0

Pacifica Listener-Sponsors' Lawsuit To Restore Pacifica to its Founding Principles

And for democratic bylaws and elections of directors and local station boards
at Pacifica's five radio stations,
and for legal "membership" status and voting rights for Pacifica Radio's listener-sponsors.

The Plaintiffs are: Amburn R. Hague, Barbara MacQuiddy and Carol Spooner (for KPFA
listeners), Charles P.H. Scurich and Ronald Swart (for KPFA listeners), John D. Biello, Carolyn
M. Birden and Patricia Heffley (for WBAI listeners), Kurt Guerdrum and Richard Potthoff (for
KPFA listeners), and Arturo Griffiths and Leigh Hauter (for WPFW listeners).

Sign a Declaration to the Court supporting our suit [click here](#). Please copy & distribute
Declaration forms at meetings, demonstrations, etc.

Subscribe to our email news -- send the word "[subscribe](#)" please tell us what station you
listen to, too.

Contribute to our [legal fund](#)

Legal Documents Archive -- To read documents served and received to date (as
quickly as we can get them scanned) [click here](#).

EXHIBIT B

Important -- We can't do this without you! Contributions to our legal fund can be made payable to:

Committee to Remove the Pacifica Board
1136 Wild Rose Drive
Santa Rosa, CA 95401

Your gift to the Committee is NOT tax deductible, but your support of the cause of free speech radio is invaluable. Question, details? Call or email Carol Spooner, (707) 526-2867, wildrose@pon.net. Thank you!

Tax deductible gifts of \$500 or more to support our legal action can be made payable to our fiscal sponsor:

Marin Health Fund/Public Media Project
P.O. Box 5402
Mill Valley, CA 94942

You will receive tax deduction receipt from them. Also, the Public Media Project has a special account to receive gifts of stock in support of our lawsuit. For details contact Linda Remy, lremy@well.com. Thank you!

###

"But seriously, I was under the impression there was support in the proper quarters, and a definite majority for shutting down that unit and re-programming immediately." -- Pacifica Director Micheal Palmer

From Principles to Principals: The Fight for Free Speech Radio -- by Lyn Gerry, from Alternative Media Review, Spring 2000

ENDGAME AT PACIFICA?

THE WASHINGTON MANAGEMENT TARGETS
AMY GOODMAN

(With a Call to Action)

Edward S. Herman

[10/20/2000]

"I left because the Pacifica....I had

2/23/01 -- Application filed for Temporary Restraining Orders and Order to Show Cause Re: Preliminary Injunction. **Judge Ford will rule on TRO on Thursday 3/1 and set a hearing date for our request for Preliminary Injunction.**

2/20/01 - Case Remanded to Alameda County Superior Court (FINALLY!)

1/9/01 - Hearing Date **Federal District Court, on our motion to send our case back to state court.**

10/16/00 -- **Pacifica directors removed case to federal court.**

9/17/00 - Board members personally served with Summons and Complaint at board meeting in Arlington, VA. **Read the story of this event [click here](#). See the video of Gary Evans serving the board at www.nyc.indymedia.org. Photos - Gary Evans serving the Pacifica Board 9/17/2000 [click here](#).**

9/15/00 - Listeners' lawsuit filed in Alameda County Superior Court. **See the cover page of the complaint [click here](#). Read the full complaint [click here](#).**

9/14/00 - California Attorney General Bill Lockyer grants twelve listeners "relator" standing to sue Pacifica. Read the Attorney General's letter [click here](#).

Our Current Fundraising Goal is \$50,000

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You will receive tax deduction receipt from them. Also, the

"I left because the Pacifica... I had fallen in love with... no longer existed, and I left because I refused to lend my name... my voice... my energies to a farce" -- Mema Avery-Brown, "Sometimes the View is Better from the Rear View Mirror"

"The concern, though, is that the Pacifica board has zeroed in on the tradition of feisty public affairs and journalism as what has to go if they want to please the grant makers, foundation heads and politicos in Washington. That seems to be the only audience they care about" -- Robert McChesney, "Media Matters: Monopolies, Pacifica, NPR & PBS"

"As Pacifica Radio News Director last year, I found myself in meetings with representatives from Microsoft, from Public Radio International, from the Corporation for Public Broadcasting. [They were] telling Pacifica about news coverage or how to restructure the network or how to sell stations or how to subcontract out station management if a sale is not politically possible or why to receive corporate underwriting or why to shift entirely to webcasting." -- Dan Coughlin, "The Digital Divide: What Price the Satellite?"

You will receive tax deduction receipt from them. Also, the Public Media Project has a special account to receive gifts of stock in support of our lawsuit. For details email Linda Remy at mhfl982@pacbell.net **Thank you!**

Grassroots Action Works!

What you can do NOW: Sign a Declaration to the Court -- please print a copy of the form declaration to remove the board for your station area [click here](#), (if you listen to an affiliate station or online, just hand write that in on the form) fill it out, sign it & mail it in -- and make copies and distribute them at every Pacifica-related meeting you go to -- or anywhere else where concerned people may be. **Thank you!**

The Purpose of Our Lawsuit

The purpose of this action is to restore Pacifica to conformity with its founding purposes, as set forth in its Articles of Incorporation, to remove directors for breach of charitable trust and gross abuse of authority and discretion, as well as directors who have been unlawfully seated under unlawful bylaws, and to bring a democratic governance structure to Pacifica in conformity with the requirements of law

and appropriate to the nature, size and operations of the Pacifica Foundation. We seek to safeguard Pacifica from ever again being subverted from within by a small conspiratorial cabal, and to vest the listener-sponsors with voting rights and legal membership status in the Pacifica Foundation. We believe the listener-sponsors, who have cherished, built and supported Pacifica for more than 50 years, are best-suited to insuring the faithfulness of Pacifica to its founding purposes as Pacifica enters its second half-century and the new "digital broadcasting" age.

REMEDIES WE ARE SEEKING FROM THE COURT

Removal of All Directors on the Executive Committee During the KPFA Lockout -- for breach of trust and gross abuse of authority -- and to assess damages against them in the amount of the extraordinary expenses incurred in the lockout. Those directors are Mary Frances Berry, June Makela, Andrea Cisco, Frank Millsbaugh, Ken Ford, Michael Palmer, David Acosta, Robert Farrell. We are also seeking damages against former Executive Director Lynn Chadwick for her role in the lockout. (Because of their wrongdoing, none of these directors would be eligible for election as directors in the future - see below.)

Removal of All Directors Illegally Seated on the Board Since October 1999 -- The Pacifica Articles of Incorporation specify that there shall be 5 directors, only. The bylaws currently provide that the station boards (LABs) from the 5 stations have the right to elect the directors. There are currently 17 or 18 directors on the board, and through an illegal self-selection process the board has placed 8 directors on the board over the past year: Tomas Moran, Karolyn van Putten, Wendell Johns, John Murdock, Bertram Lee, Leslie

Cagan, Beth Lyons, and Valrie Chambers. (These directors would be eligible for election as directors in the future - see below.)

Removal of Directors Illegally Seated for Other Reasons (there is some overlap here) -- David Acosta and Ken Ford are acting as directors after the expirations of their terms on 3/99 and 6/00, respectively. Frank Millspaugh, Andrea Cisco & Robert Farrell are acting as directors after having been voted off the board by the LABs that originally elected them.

Accounting -- We are asking for an accounting of all Pacifica funds from 1994 to current, as we believe there have been misappropriations of funds that should be recovered from those responsible.

Amendment of Bylaws & Election of New Directors -- We are asking for Court orders requiring those directors then still remaining in office, Pete Bramson, Rob Robinson and Rabbi Aaron Kriegel, plus two additional "interim directors", to carry out a year-long process of bylaws revisions to bring the bylaws into conformity with California nonprofit corporations law -- meeting with and forming committees in all five station areas including listeners, LABs & staff. The minimum requirements of these bylaws revisions would be that Pacifica station listener-sponsors be given legal "membership" status and voting rights in Pacifica -- the legal right to elect a majority of the LAB members for their station, and, perhaps, some or all of the directors, the right to remove directors and LAB members (by vote, rather than expensive lawsuits), the right to review Pacifica's books and records, the right to Pacifica's membership lists for proper communication with other members. Election of new directors would take place under the new bylaws within 1 year. (All of the Directors removed for Breach of Trust and Gross Abuse would be ineligible for election as directors.)

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THERE ARE CURRENTLY 2 OTHER LAWSUITS PENDING

1) The LAB Suit - filed July 13, 1999: Brought by 21 members of the Local Advisory Boards ("LABs") from 4 of the 5 Pacifica stations (all but KPFT in Houston), this suit requests the court to nullify the unlawful 1997 & 1999 bylaws changes that purported to abolish the LABs' rights to elect directors. This suit also brings a claim for damages for "unfair business practices" & seeks to remove any directors found culpable of wrongdoing.

2) The Directors' Suit - filed September 19, 2000: Brought by Pacifica Directors Rob Robinson (WPFW) and Rabbi Aaron Kriegel (KPFK), this suit seeks to remove the board executive committee and to restore the pre-1997 bylaws and the LABs' right to elect directors, and a court declaration regarding the board's illegal practice of extending directors' terms by appointing them as "officers".

All three suits share the common objectives of overturning the 1997 & 1999 illegal bylaws amendments & removing some of the directors. We believe that each suit amplifies and strengthens the other and that the presence of all three suits in court is a powerful trilogy -- and that it is essential that the listener-sponsors' interests be represented in court to assure that the ultimate solution to Pacifica's autocratic governance problems will involve broad listener-sponsor participation and oversight. Our three attorneys are working

cooperatively to coordinate our actions.

###

THE COMMITTEE TO REMOVE THE PACIFICA BOARD

This listener organized committee is dedicated to the task of removing the current Board of Directors of The Pacifica Foundation. See more on the Committee below, also join the Committee. We are an ad hoc committee of correspondents, with no formal structure or meetings. All are welcome to join!

Our commitment is to removing this destructive board so that an interim board can be installed that will work with the many interested parties across the country to amend The Pacifica Foundation bylaws to provide a democratic structure. A democratic structure is necessary to prevent a small elite group from ever again commandeering and diverting The Pacifica Foundation from its mission and purpose.

GROUNDINGS FOR REMOVAL OF THE BOARD:

The legal grounds for removal of directors of a California nonprofit public benefit corporation (such as The Pacifica Foundation) are: "fraudulent or dishonest acts or gross abuse of authority or discretion with reference to the corporation..." (Cal.Corp.Code §5223)

The factual bases for removal of the Board include, but are not limited to, the following well known acts (or ratification by silence):

- (1) installing armed guards from **IPSA International**, a corporate intelligence and security service, at KPFA, where journalists report on international corporate crimes and abuses;
- (2) conducting citizens arrests of peaceful demonstrators against the Board's actions;
- (3) arresting KPFA Berkeley station personnel for "trespassing", and taking all regular programming off the air;
- (4) conducting closed Board meetings and refusing to make Foundation books and records available for reasonable inspection by members;
- (5) virtual elimination of local community affairs and news programming at KPFT Houston, contrary to the purposes stated in the **Articles of Incorporation**;
- (6) engaging in "union busting" tactics at WBAI New York, contrary to the purposes stated in the **Articles of Incorporation**;
- (7) purporting to amend the bylaws, by unlawful and dishonest acts, to create a self-perpetuating, self-selecting Board of Directors;
- (8) soliciting contributions from the public under false pretenses with intent to use such funds for purposes contrary to those stated in the Articles of Incorporation;
- (9) wasting Foundation assets and public contributions to carry out the above abuses and thereby threatening the Foundation with insolvency; and

(10) imposing a "gag rule" on personnel at the five radio stations to prevent them from alerting the class members to these alarming and unlawful acts.

Sign a Declaration to the Court

Notice to All Listeners -- Please click on the call letters for the notice form for your station area, print the page, fill it out, and mail it to the address on the form -- and please make copies and ask 10 of your friends or acquaintances to sign and send in their declarations too!

KPFA - Berkeley, California

KPFK - Los Angeles, California

KPFT - Houston, Texas

WBAI - New York, New York

WPFW - Washington, D.C.

PACIFICA AFFILIATE STATIONS - **Fill in
station call letters**

3420 Declarations (as of 01/13/01) in support of court removal of the board have been signed and returned by listener-sponsors from across the country and beyond --

AUSTRALIA: Adelaide, Brighton, Wellington

CANADA: Calgary, Coquitlam, Montreal, Toronto, Vancouver

CZECH REPUBLIC: Brno

ENGLAND: London

FINLAND: Helsinki

GERMANY: Schonebeck, Walldorf

MEXICO: La Paz, San Miguel

NETHERLANDS: Amsterdam

NEW ZEALAND: Wanganui

NORWAY: Stamsund

PORTUGAL: Lisbon

SOUTH KOREA: Seoul

SPAIN: Madrid

ARIZONA: Flagstaff, Tempe, Tucson, Scottsdale

CALIFORNIA: Alameda, Albany, Alhambra, Alpine, Altadena, Anaheim, Anaheim Hills, Angwin, Annapolis, Antioch, Aptos, Arcata, Atherton, Bay Point, Belmont, Belvedere, Ben Lomond, Benecia, Berkeley, Bethel Island, Beverly Hills, Bodega, Bodega Bay, Bolinas, Boonville, Boulder Creek, Boyes Hot Springs, Brisbane, Burbank, Burlingame, Calabasas, Calistoga, Calpella, Camarillo, Campbell, Canyon, Capitola, Carlsbad, Carmarillo, Carmel, Carmichael, Castro Valley, Cazadero, Ceres, Chatsworth, Chicago, Chico, Citrus Heights, Claremont, Cloverdale, Clovis, Commerce, Concord, Cool, Cordelia, Corte Madera, Costa Mesa, Cotati, Crockett, Culver City, Cupertino, Cypress, Daly City, Davenport, Davis, Del Mar, Dixon, Downey, Duncans Mills, East Los Angeles, El Cerrito, El Sobrante, El Verano, Emeryville, Fairfax, Fairfield, Felton, Forest Knolls, Forestville, Foster City, Fremont, Fresno, Fullerton, Garberville, Garden Grove, Gasquet, Geyserville, Glen Ellen, Glendale, Glendora, Goleta, Grass Valley, Graton, Greenbrae, Gualala, Guerneville, Half Moon Bay, Hayward, Healdsburg, Hercules, Hermosa Beach, Hillsborough, Hollister, Hollywood, Huntington Beach, Huntington Park, Ignacio, Inglewood, Inverness, Irvine, Isla Vista, Kagel Canyon, Kelseyville, Kensington, Kentfield, Kenwood, La Honda, La Mesa, La Mirada, La Verne, Lafayette, Laguna Beach, Laguna Hills, Laguna Niguel, Laguna Woods, Lagunitas, Lakeport, Lakewood, Larkspur, Lemon Cove, Livermore, Lomita, Long Beach, Los Altos, Los Altos Hills, Los Angeles, Los Gatos, Lucerne, Malibu, Mammoth Lakes, Marina Del Rey, Martinez, McKinleyville, Mendocino, Menlo Park, Middletown, Midpines, Mill Valley, Millbrae, Milpitas, Miramonte, Mission Hills, Monrovia, Monte Rio, Montebello, Monterey, Monterey Park, Montrose, Moraga, Morgan Hill, Moss Beach, Mountain View, Mt Hamilton, Muir Beach, Napa, Nevada City, Newark, Nicasio, North Fork, Northridge, Novato, Oakhurst, Oakland, Oakley, Occidental, Oceanside, Ojai, Orange, Orinda, Oroville, Oxnard, Pacifica, Palo Alto, Panorama City, Pasadena, Penngrove,

Penryn, Pescadero, Petaluma, Philo, Piedmont, Pinole, Pittsburg, Placerville, Playa Del Rey, Pleasant Hill, Pleasanton, Point Arena, Point Reyes, Point Reyes Station, Point Richmond, Porterville, Potter Valley, Prunedale, Redlands, Redondo Beach, Redwood City, Reseda, Richmond, Rio Nido, Rocklin, Rodeo, Rohnert Park, Rosemead, Ross, Sacramento, San Anselmo, San Bernardino, San Bruno, San Carlos, San Clemente, San Diego, San Francisco, San Geronimo, San Jose, San Juan Capistrano, San Leandro, San Lorenzo, San Luis Obispo, San Marino, San Mateo, San Pablo, San Quentin, San Rafael, Santa Ana, Santa Barbara, Santa Clara, Santa Clarita, Santa Cruz, Santa Monica, Santa Paula, Santa Rosa, Santa Ynez, Saratoga, Sausalito, Seaside, Sebastopol, Shaver Lake, Sherman Oaks, Silverado, Sonoma, Soquel, South Gate, South Pasadena, South San Francisco, St. Helena, Stanford, Stanton, Stinson Beach, Stockton, Studio City, Sun Valley, Sunland, Sunnyvale, Sylmar, Tarzana, Terra Bella, Thousand Oaks, Three Rivers, Tiburon, Tollhouse, Toluca Lake, Tomales, Topanga, Torrance, Truckee, Tulare, Turlock, Tustin, Ukiah, Union City, Vacaville, Valencia, Valinda, Vallejo, Valley Center, Valley Ford, Van Nuys, Venice, Ventura, Villa Grande, Visalia, Walnut Creek, Watsonville, West Hollywood, Whittier, Wilbur Springs, Willits, Windsor, Winters, Witter Springs, Woodacre, Woodland, Woodland Hills, Woodside, Yorkville, Yountville, Yucca Valley

COLORADO: Bayfield, Boulder, Colorado Springs, Denver, Ft. Collins, Golden, Lafayette, Longmont, Niwot

CONNECTICUT: Hampton, Norwalk, Old Lyme, Wilton

FLORIDA: Boca Raton, Clearwater, Gainesville, Gibsonton, Orlando, Sarasota, St. Petersburg, Tampa, Tarpon Springs

GEORGIA: Athens, Atlanta, Decatur, Statesborough, Stone Mountain

HAWAII: Honolulu, Kalaheo, Kihei

IDAHO: Ketchum

ILLINOIS: Bartlett, Champaign, Chicago, Crystal Lake, Elgin, Evanston, Mt. Prospect, Urbana

INDIANA: Griffith, Indianapolis

IOWA: Iowa City

KANSAS: Bluff City

KENTUCKY: Louisville

MAINE: South Berwick, Stockton Springs

MARYLAND: Annapolis, Baltimore, Bethesda, Boston, Cabin John, College Park, Columbia, Germantown, Greenbelt, Mpls, Rockville, Saverna Park, Takoma Park, Valley Lee

MASSACHUSETTS: Belmont, Brookline, Cambridge, Cherry Valley, Dartmouth, Dorchester, Hull, Jamaica Park, Milton, Northboro, Northampton, Quincy, Shelburne, Somerville, Weston

MICHIGAN: Ann Arbor, Canton, Hancock, Hillsdale, Port Huron, Ypsilanti

MINNESOTA: Holland, Hopkins, Minneapolis, Shoreview, South Minneapolis, St. Cloud, St. Louis Park, St. Paul

MISSOURI: St. Louis

MONTANA: Billings, Helena

NEVADA: Las Vegas, State Line

NEW JERSEY: Bayonne, Bloomfield, Bradley Beach, Bridgewater, Clifton, East Orange, East Windsor, Fair Lawn, Frenchtown, Hackettstown, Hoboken, Irvington, Jersey City, Lake Hopatcong, Lawrenceville, Lincoln Park, Livingston, Mahwah, Montclair, Neshanic Station, New Brunswick, New Milford, Newark, Orange, Paterson, Princeton, Ridgewood, Rutherford, Scotch Plains, Somerset, Union City, Wallington, Wanaque, Washington Township, Wayne, West Orange

NEW MEXICO: Albuquerque, Cimarron, Las Vegas, Rio Ranch, Santa Fe, Silver Springs

NEW YORK: Amityville, Astoria, Blauvelt, Broadalbin, Bronx, Brooklyn, Buffalo, Central Islip, Central Nyak, Chappaqua, Clifton Park, Cold Spring, E. Patchogue, East Meadow, Fallsburg, Far Rockaway, Flushing, Forest Hills, Franklin Square, Freeport, Germantown, Glen Oaks, Goshen, Hastings, Huntington, Ithaca, Jackson Heights, Jamaica, Jericho, Jersey City, Little Neck, Long Island City, Malverne, Massapequa, Middletown, Neponsit, New Pa He, New York, Plainview, Pomona, Port Jefferson, Pottersville, Putnam Valley, Rego Park, Richmond Hill, Riverdale, Rochester, Roslyn, Heights, Shoreham, South Plymouth, South Salem, Spring Valley, Staten Island, Sunnyside, W. Hurley, Waterloo, White Plains, Whitestone, Woodside, Woodstock, Yonkers

NORTH CAROLINA: Durham, Greensborough, Rocky Mt.

OHIO: Columbus

OKLAHOMA: Agra, Norman

OREGON: Aloha, Ashland, Cave Junction, Corvallis, Hillsboro, Milwaukie, Oregon City, Portland, Tillamook

PENNSYLVANIA: Belefonte, Kutztown, Narberth, Philadelphia, Pittsburgh

RHODE ISLAND: Providence

TENNESSEE: Loretto, Memphis

TEXAS: Austin, Bellaire, Belton, Cedar Creek, Dallas, Duncanville, Galveston, Houston, Missouri City, Spring

VERMONT: Chester, Marlboro, M'pelier, Plainfield, Putney

VIRGINIA: Annadale, Chantilly, Clifton Forge, Fairfax, Hampton, Leesburg, Richmond, Springfield, The Plains, Vienna

WASHINGTON: Bainbridge Island, Bothell, Olympia, Seattle, Spokane, Vancouver

WASHINGTON, D.C.

WEST VIRGINIA: Hinton

WISCONSON: Arena, Black Earth, Madison, Milwaukee, Tomah

MORE ON THE COMMITTEE:

COMMITTEE TO REMOVE THE PACIFICA BOARD

FOR IMMEDIATE RELEASE

DATE: JULY 26, 1999

CONTACT: CAROL SPOONER - (707) 526-2867 - wildrose@pon.net

THE COMMITTEE TO REMOVE THE PACIFICA BOARD ANNOUNCES ITS FORMATION TODAY TO END THE GRIP OF TYRANNY ON THE 50 YEAR OLD RADICAL INSTITUTION FOUNDED BY VISIONARY PACIFISTS TO SERVE AS A MEDIUM FOR ARTISTS, THINKERS AND DISSENTERS IN AMERICA.

THE PACIFICA BOARD HAS BECOME AN INTOLERABLE ADVERSARY OF THE FOUNDING PRINCIPLES OF THE PACIFICA FOUNDATION AND MUST BE REMOVED.

**OUR GOAL IS THE REMOVAL OF THE ENTIRE PACIFICA BOARD OF DIRECTORS --
EITHER
VOLUNTARILY BY RESIGNATION, OR INVOLUNTARILY BY COURT ORDER.**

While a few board members have criticized recent "tactics" in Berkeley, none have disavowed the board agenda that is driving these outrages.

Our campaign is national in scope as The Pacifica Foundation is a national organization with stations in New York (WBAI), Washington D.C. (WPFW), Houston (KPFT), Los Angeles (KPFK) and Berkeley (KPFA).

To join the Committee – email wildrose@pon.net with "JOIN COMMITTEE" in the subject line. Send us your name address, email address, fax, phone #, any other information you would like us to know – and your suggestions. Please tell us whether we can list your name and city of residence as a member of the Committee.. ALL ARE WELCOME AND NEEDED.

PARTIAL LIST OF COMMITTEE MEMBERS:

David Abel (Portland, OR), Lee Altenberg, Ph.D. (Kihei, Maui, HI), Beverly Alexander (Petaluma, CA), John Anastasio (San Rafael, CA), John Biello (New York, NY), Carolyn M. Birden (New York, NY), Nancy Brant (Gibsonville, FL), Peter William Brown (Oakland, CA), Nina Byers (Santa Monica, CA), Carolyn G. Carroll (Houston, TX), Heidi Chesney (Sebastopol, CA), Mitchell Cohen (Brooklyn, NY), Ken Cornett (Washinton, CT), Janet and Michael Costello (Bodega, CA), Richard Orrin Cross (San Carlos, CA), James D. Curtis (Santa Rosa, CA), Evan Davis (Columbus, Ohio), Roger Dittman (Anaheim, CA), Matthew Dougherty (Houston, TX), Thomas F. Edson (Huntington Beach, CA), Gary Evans (Sonoma, CA), James Wayne Evans (Richmond, CA), Ruth Fallenbaum (Oakland, CA), Ted Friedman, Ph.D. (San Francisco, CA), Michael R. Geymont (Phoenix, AZ), Lyn Gerry (Waterloo, NY), Brian Gifford (Seaside, CA), Martha Glaser (Sebastopol, CA), Mary A. Gorden (Lemoncove, CA), Arturo Griffiths (Washington, D.C.), Kurt Guerdrum (Spring, TX), Dick Hague (San Francisco, CA), Leigh Hauter (The Plains, VA), Patty Heffley (New York, NY), Adam Heilbrun (Oakland, CA), Jeff Higley (Los Angeles, CA), Craig Hill (Plainfield, VT), Ed Jacobus (Hackettstown, NJ), Edwin Johnston (Houston, TX), Florence Clark Kadagian, (Wilton, CT), Tom Klammer (Overland Park, KS), Maggie Knowles (Hawthorne, CA), Marcello Aurelio Lanfranchi (Oakland, CA), Louis Lasher (Plainfield, NJ), R. Anthony Lee (Lafayette, CO), Linda Mahns-Wooliever (San Jose, CA), Brad Mayer (Oakland, CA), Ted McKinnon (San Carlos, CA), Barbara MacQuiddy (Nevada City, CA), Sean McLaughlin (Scotia, NY), Doug McMillan (Canyon, CA), Barry Miller (Champaign, IL), Joe Mustich (Washington, CT), Alan Naumann (Orem, UT), Brigid O'Dowd (Richmond, CA), Conrad OHO (Fairfax, CA), Mia Ousley (Richmond, CA), Doug Page (Walnut Creek, CA), Ron Parker (Stone Mountain, GA), David Pearson (Rohnert Park, CA), Rick Potthoff (Houston, TX), Bradley Rader (Los Angeles, CA), Kellia Rames (Oakland, CA), Rafael Renteria (Los Angeles, CA), Mitch Ritter (Concord, CA), Margaret Rogers (Sacramento, CA), Michael G. Rose (St Paul, MN), Mercedes Ruiz (Valley Lee, MD), Marco Schneck (Santa Rosa, CA), Phyllis Schneider (San Francisco, CA), Chuck Scurich (Oakland, CA), James Sheldon (Santa Cruz, CA), Brian Sheppard (New Hyde Park, NY); Ken Skead (Bow, WA), Carol Spooner (Santa Rosa, CA), Craig W. Stephens (Santa Rosa, CA), Alice Shields (New York, NY); Heinz J. Strunk (Burbank, CA); Anne Sussman (Berkeley, CA), Ron Swart (Long Beach, CA), Joe Wanzala (San Francisco, CA), Harold (Bill) Warner (Porterville, CA), John Whiting (London, England), Marta Williams (Graton, CA), Gregory Wonderwheel (Santa Rosa, CA)

####

WHO OWNS THE PACIFICA FOUNDATION?

In a for-profit corporation, the intents and purposes of the owners (shareholders) can be fairly

stated as being to make a profit by engaging in certain business activities. In a nonprofit public benefit corporation -- such as the Pacifica Foundation -- the intents and purposes of the owners (members and financial contributors) are **CONCLUSIVELY** presumed under the law to be those stated in the Articles of Incorporation. (See Article II of The Pacifica Foundation Articles of Incorporation)

Corporate executives and managers are trusted by the owners to run day-to-day operations in accordance with the intents and purposes of the owners. To the extent that the executives and managers do that successfully, generally owners stand back and advise occasionally and set policy through a board of directors that they (the owners) elect.

There is an interesting and unfortunate glitch in the California law governing nonprofit public benefit corporations -- such as The Pacifica Foundation -- they are not required to give voting rights (i.e., legal "membership" status) to all financial contributors. (For-profit corporations are required to give voting rights to all their shareholders.)

In fact, nonprofit public benefit corporations are allowed to limit voting rights ("membership" status) to the board of directors, only, or to any other defined and select group. Because of this provision of the law, those corporate "members" who have voting rights are considered to be "trustees" for the public benefit and are legally required to carry out the public benefit purposes of the corporation as stated in the articles of incorporation. If they act contrary to those purposes by "fraud, dishonest acts, or gross abuse of their authority or discretion" then they can and should be removed from office by the court.

Lew Hill, the founder of Pacifica, had the idea that the owners -- the listeners/sponsors -- could vote with their dollars, and that, therefore, they did not need "membership" status or voting rights to elect and/or remove the board of directors. Lew Hill believed that the "dynamic tension" between staff and the listener-sponsor would keep Pacifica true both to its purposes and to the listeners. Hill's idea has been perpetuated to this day. It worked pretty well with many storms and controversies over the years that kept Pacifica dynamic, creative, interesting and infuriating.

However, the board of directors of the 1990s has sought ways to circumvent the listeners' power to vote with their dollars. They have sought other funding sources to carry out purposes the listener-sponsors might not (probably would not) support. This gives them (the directors) the ability to ignore or to "fire" the owners and to choose different "owners" such as the Corporation for Public Broadcasting and various other private corporate funding foundations.

This is at the crux of the issue we are confronting, finally, now. Who are the "owners" of the Pacifica Foundation -- the listeners or some other funding source? There is no question in my mind that the board of directors has chosen different "owners" and that they are carrying out the purposes of those "owners" -- not the listeners. If we do not reclaim The Pacifica Foundation for ourselves, the listener-sponsors, then our interests will become totally irrelevant to the direction of the foundation.

That is why we must do two things: **FIRST**, the current board, in its entirety, must be removed for embracing the plan to "fire" the listeners, and **SECONDLY**, the Pacifica Foundation must be restructured to give voting rights to the listeners both to elect and to remove the board of directors.

This second objective cannot be accomplished in reality without the first, but both goals must be pursued concurrently.

In addition, The Pacifica Foundation Board has violated the public trust they hold by the following well known acts (or ratification by silence):

(1) installing armed guards from IPSA International, an international corporate intelligence and security service, at KPFA, where journalists report on international corporate

crimes and abuses;

(2) conducting citizens arrests of peaceful demonstrators against the board's actions;

(3) arresting KPFA Berkeley station staff for "trespassing", and taking all regular programming off the air;

(4) conducting closed board meetings and refusing to make Foundation books and records available for reasonable inspection by members;

(5) virtual elimination of local community affairs and news programming at KPFT Houston, contrary to the purposes stated in the Articles of Incorporation;

(6) engaging in "union busting" tactics at WBAI New York, contrary to the purposes stated in the Articles of Incorporation;

(7) purporting to amend the bylaws, by unlawful and dishonest acts, to create a self-perpetuating, self-selecting Board of Directors;

(8) soliciting contributions from the public under false pretenses with intent to use such funds for purposes contrary to those stated in the Articles of Incorporation;

(9) wasting Foundation assets and public contributions to carry out the above abuses and thereby threatening the Foundation with insolvency; and

(10) imposing a "gag rule" on the staff at the five radio stations to prevent them from alerting the listeners/supporters to these alarming and unlawful acts.

--Carol Spooner

Committee to Remove The Pacifica Board

Links:

[SavePacifica](#)

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