

PCA/ACA Code of Regulations (“Bylaws”)

As adopted by the PCA/ACA Governing Board
February 1, 2008 and modified January 30, 2015 and November 7, 2015

Article 1. Organization Name:

The name of this not-for-profit association shall be the Popular Culture Association/American Culture Association (“PCA/ACA”)

Article 2. Purpose

The purpose of the PCA/ACA shall be to encourage and assist in the study of popular and American culture in all of its various forms and expressions by bringing together the various intellectual disciplines, including academic and non-academic areas that may deal with the subject, by fostering interdisciplinary and multidisciplinary research endeavors, and by encouraging interested persons to study and conduct research on popular and American culture to belong to the association. The association shall also work to promote and facilitate the internationalization of popular and American culture studies as well as its diversification and inclusion of all points of view without regard to age, creed, color, gender, disability, marital status, national origin, race, religion, sexual orientation, military status, predisposing genetic characteristics, or any other category protected under law.

Article 3. Members

3.1 The members of the PCA/ACA shall be those persons who are members in good standing through payment of annual dues or lifetime status

3.2 Meetings

- (a) An annual meeting of the members for the election of the Governing Board, for the consideration of reports and for such other business as may be brought before the meeting shall be held at the annual National Conference.
- (b) Regular meetings of the members may be held at such periodic intervals between Annual meetings and at such time as the Governing Board may specify.
- (c) Special meetings of the members may be called by the Chair of the Governing Board, a majority of the Governing board, President, or by fifty percent (50%) of the members.

3.3 Place of Meeting

Meeting of the members may be held at any place within or without the State of Ohio.

3.4 Notice of Meeting

- (a) Each member shall furnish the Secretary with an address to which notices of meetings and other notices or correspondence may be addressed.
- (b) Written notice of the time and place of each conference or special meeting shall be given to each member either by personal delivery, or by postal mail, email, or on the PCA/ACA website at least ten (10) but not more than sixty (60) days before each meeting.
- (c) The Secretary shall, upon the written request of any person or persons entitled to call a meeting of the members, deliver notice of such meeting to the members. If the Secretary refuses the request, the person or persons entitled to call a meeting of the members may give written notice to the members in the manner provided in this section.
- (d) Every notice of a special meeting of the members must state briefly the purpose specified by the person or persons calling such meeting. Any business other than that stated in the notice shall be taken up at such special meeting only with the unanimous written consent of the members.
- (e) Any member may waive notice of the time and place of any meeting of the members, either before or after the holding of the meeting.

3.5 Quorum and Manner of Action

- (a) A majority of the members shall constitute quorum for the transaction of business at any meeting of the members.
- (b) In the absence of a quorum at any meeting of the members, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjourned meeting need not be given.
- (c) The act of a majority of the members present at a meeting at which a quorum is present shall authorize any action by the PCA/ACA, unless a greater number is required by the Articles of Incorporation or this Code of Regulations.

3.6 Action Without Meeting

- (a) Any action which may be authorized or taken at a meeting of the members may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all of the members.
- (b) Any such writings shall be filed with or entered in the records of the PCA/ACA.

3.7 Voting

- (a) Each member shall be entitled, in person or by proxy, to one vote on each matter to be voted upon by the members, except that each member may vote for the number of Governing Board Trustees to be elected by the member; provided, however, such member may not cumulate his or her votes for any one or more Trustees.
- (b) At any meeting of the members, any member who is entitled to attend and to execute consents or waivers, may be represented at such meeting, and execute such consents or waivers, and exercise any of his or her other rights, by proxy or proxies appointed by a writing signed by such person.

Article 4: Governance and Operational Structure (Governing Board):

4.1 Governance: The PCA/ACA will be governed by the Governing Board.

4.2 Composition of the PCA/ACA Governing Board: The Governing Board is composed of 15 Members, which shall include the President, Treasurer, Secretary, and Board Chair (current Trustees who will be selected for these three positions by voting board members), Vice President/President Elect, Vice President for Awards, Vice President for Programming and Area Chairs, Vice President for Curriculum & Instruction, Vice President for Diversity, Outreach, and Inclusion, and six Trustees at Large.

Ex-officio members of the Board, without vote, include the Executive Director for Operations, the Editor of *The Journal of Popular Culture*, the Editor of the *Journal of American Culture*, the Presiding Officer of the PCA/ACA Endowment Board, and a graduate student/pre-professional appointed by the President for a term of one year. The President of the PCA/ACA may also invite others to attend specific Governing Board meetings (without vote) for specific purposes.

4.3 The President: the President will have oversight of the day-to-day operations of the Association, subject to the general policies established by the Governing Board.

Article 5. Governing Board Meetings:

5.1 Annual Meeting at the National Conference: The Board Chair is required to schedule a meeting of the Governing Board during the Annual National Conference and make the time and place generally available to the Governing Board members and to the membership. All meetings are open to all members, unless the Governing Board, by simple majority, votes to close the meeting for the discussion of personnel matters, legal matters that require confidentiality.

5.2 Meetings other than at the National Conference. The Board Chair may call quarterly meetings during the year.

5.3 Special Meetings. When appropriate, the President and/or Board Chair may call a virtual meeting to deal with specific issues. These meetings need not be open to the general members. The meetings may be synchronous or asynchronous.

5.4 Quorum Requirements: A quorum will consist of a majority of the members of the Governing board then in office present at a meeting. When a quorum is achieved, a simple majority vote is required for adoption of resolutions and action items unless otherwise indicated in the Bylaws and subject to the voting rules established in 5.1 and 5.2 above.

5.5 Remuneration for PCA/ACA Governing Board Members and Officers (listed under 4.2): Elected Governing Board members will be financially compensated for their board work at the PCA/ACA National Conference. They will be reimbursed for the cost of room, board, registration, and airfare up to a limit of \$1000. For midyear meetings, the cost of room, board, and airfare up to a limit of \$500 will be covered. Ex officio members will receive equal compensation. All expenditures to be reimbursed must be reported in the annual report and made transparent.

5.6 Governing Board Term of Office: The Governing Board members elected just prior to the National Conference will assume office at the end of the proximal PCA/ACA National Conference. Board members will be elected for three year terms. Individuals may be re-elected for another full term. After six consecutive years or two terms (whichever is less) an individual is ineligible to serve. Three years must transpire before an individual is eligible again. There is no limit on the number of three year terms that can be ultimately served.

5.7 Selection of Governing Board Members: The Nominating Committee, composed of three members chosen from the voting members of the Governing Board, will select the slate of individuals to present to the entire Governing Board for approval prior to submitting the list to the Secretary for the ballot. The Nominating Committee will only select the same number of candidates as positions to be filled who meet the qualifications as defined below to the Secretary for inclusion on the electronic ballot sent to the membership. The slate of nominations should be inclusive and diverse (with reference Article 2), as well as candidates from graduate institutions, four year schools, community colleges and practitioners. All nominations will be approved by a simple majority of the Governing Board.

5.8 Qualifications for Governing Board Members: A proposed board member must have been a member of the PCA/ACA for at least four of the previous seven years prior to their nomination.

5.9 Replacement of Governing Board Members: Should a Governing Board Member decline to serve, be unable to serve, or be removed with or without cause, the Governing Board shall appoint another individual who meets the qualifications for Board Member to fill the vacancy on the Governing Board.

Article 6. Relationships with Associated PCA/ACA Groups:

6.1 PCA/ACA Endowment Board: When appropriate, the President of the PCA/ACA and Governing Board members should solicit the views of the PCA/ACA Endowment Board and make working in cooperation with that Governing Board a goal.

6.2 Regional PCA Organizations: When appropriate, the President, Officers, and Board members should solicit the views of the Regional and International PCA/ACA organizations and make working in cooperation with those organizations a priority.

Article 7. Selection of Officers

7.1 Nominating Committee: Each year a Nominating Committee of three people (as identified in 5.7)—all voting members of the Governing Board, will be approved by the full Governing Board to select candidates for open positions.

7.1.1 This Nominating Committee shall ascertain which positions are vacant and solicit nominations for the various offices from among the Members. Nominating Committee members are also able to nominate individuals for the various offices. No member of the Nominating Committee may run for office and serve on the committee. All nominations will be approved by a simple majority of the Governing Board.

7.1.2 At least one (1) week prior to the election, through electronic or voice discussion, the Nominating Committee, after ascertaining whether a nominated individual will accept nomination, will produce a slate of nominees for the various offices.

7.1.3 The final slate of officer candidates forwarded to the Members by the Secretary should be inclusive and diverse (with reference to Article 2), as well as faculty members from graduate institutions, four-year schools, community colleges, and practitioners.

7.2 Voting Procedure: The election of officers of PCA/ACA shall be conducted electronically and occur prior to the Annual National Conference. Each member of PCA/ACA shall be sent via email a ballot which shall list the names of the individuals nominated by the Nominating Committee and a provision for write-in votes. The ballots will be sent to the members twenty-one (21) days prior to the Annual National Conference and voting will close the fourteenth (14th) day prior to the Annual National Conference. The voting procedure shall be facilitated by the Executive Director of Operations and the Governing Board President shall appoint a group of no fewer than three (3) PCA/ACA members to count the ballots and notify Governing Board President of the results of the election. The Governing Board President or his/her designee will notify the membership of the results of the election as soon as practicable. If a member cannot vote electronically, a provision will be made to allow the member to vote by mail.

Article 8. President

8.1 Duties of the President of the PCA/ACA: The duties of the President include: 1) Ensuring the health, well-being, and growth of the PCA/ACA; 2) Ensuring that the bylaws of the PCA/ACA are followed; 3) Ensuring that funds are used and dispersed prudently, that independent financial audits are performed annually, and the results of these audits are made available to the Members; 4) Ensuring that Vice Presidents complete assigned tasks and report on their activities in a timely manner; 5) Working closely with the Executive Director and Officers between meetings; 6) Ensuring operation of the PCA/ACA within the guidelines for both a non-profit organization and workplace law; 7) and traveling, with the approval of the Governing Board, to designated conferences to serve as an ambassador for the PCA/ACA.

8.2 Relationship to the Board: The President holds a subordinate position to the Governing Board and reports to the Governing Board. The President's authority flows from the Governing Board.

8.3 Term of Office: The term of office for the President is two years. Presidents assume office at the end of the PCA/ACA Annual National conference. Presidents may serve for one two-year term only, but can be elected for a second term after two intervening years.

8.4 Qualifications of the President: To be President, the candidate must have met the requirements delineated in 9.4 below at the time of his/her election to Vice President/ President-Elect.

8.5. Replacement of the President: Should the President decline to serve or be removed from office, the Vice President/President-Elect shall assume the office of President and appoint one of the Board members to serve as Vice President/President-Elect until another election can be held. The individual shall serve the remainder of the term of the removed President and shall begin their two year term from the date when he or she would have assumed office in their role of Vice President-Elect.

8.6 Removal of the President: The President can be removed with or without cause by a simple majority of the Governing Board. The simple majority of the Governing Board must articulate in a written document why the President should be removed. The President will have fourteen days to respond to these charges, sending his/her response to the Secretary, who will ensure that the response is distributed to all members of the Governing Board. After receipt of this response, the Governing Board will have a final vote. A simple majority must vote affirmatively to declare the position of President to be vacant.

Article 9. Vice President/President-Elect

9.1 Duties of the Vice President/President-Elect: The Vice President/President-Elect holds a subordinate position to the President and Governing Board and reports to the President. The Vice President/President-Elect's authority flows from the President. The duties of the Vice President/President-Elect include: 1) Serving the remainder of the President's term if the

President cannot or is no longer willing to serve or is removed; 2) Becoming the President at the end of the extant President's term; 3) Supporting the continued development of the PCA/ ACA
4) Accepting other general duties as requested by the President; 5) Offering advice and counsel to the extant President; 6) Preparing to be President.

9.2 Term of Office: The term of office for the Vice President/President-Elect is two years, but an individual may be nominated again for a second term following two intervening years after leaving the position of President.

9.3 Selection of the Vice President/ President-Elect: The Nominating Committee will forward two candidates, who meet the qualifications as defined below, for the office of Vice-President/President-elect to the Secretary for inclusion on the ballot.

9.4 Qualifications for Vice President/President-Elect: To be nominated for Vice President/President-Elect, an individual must have been a member of the PCA/ACA for four of the previous seven years, and have been a member of the Governing Board or an Area Chair for at least three years.

9.5 Replacement of the Vice President/President-Elect: Should the Vice President/President-Elect decline to serve or be removed with or without cause, the Governing Board shall choose another Vice President/President-Elect from among the members of the Board or the other Vice Presidents.

9.6 Removal of the Vice president/President-Elect: The Vice President/President-Elect can be removed with or without cause by a simple majority of the Governing Board. This simple majority of the Governing Board must articulate in a written document why the Vice President/President-Elect should be removed. The Vice President/President-Elect will have fourteen days to respond to these charges, sending his/her response to the Secretary, who will ensure that the response is distributed to all members of the Governing Board. After receipt of this response, the Governing Board will have a final vote. A simple majority must vote affirmatively to declare the position of Vice President/President-Elect to be vacant.

Article 10. Vice President for Awards, Vice President for Programming and Area Chairs, Vice President for Curriculum and Instruction, and Vice President for Diversity, Outreach, and Inclusion:

10.1 Duties of the Vice Presidents for Awards, for Programming and Area Chairs, and for Curriculum and Diversity

10.1.1 Vice President for Awards: The Vice President for Awards holds a subordinate position to the President and Governing Board and reports to the President. The Vice President for Awards' authority flows from the President. The duties of the Vice President for Awards include: 1) Structuring, defining, posting on the website, and supervising all PCA/ACA literary and film awards; 2)Superintending all service and journal awards; 3) Recruiting individuals to assist in this process; 4) Producing all PCA/ACA awards with the oversight and approval of the

Treasurer, making them available at the various conference; 5) Offering advice to the President and the Governing Board on issues related to the awards.

10.1.2 Vice President for Programming and Area Chairs: The Vice President for Programming and Area Chairs hold a subordinate position to the President and Governing Board and reports to the President. The Vice President for Programming and Area Chairs' authority flows from the President. The duties of the Vice President for Programming and Area Chairs include: 1) Managing the process of choosing, replacing, recruiting, and supporting of Area Chairs; 2) Fostering clear and succinct communication between and among the Area Chairs as well as between the Area Chairs and the President, Governing Board, and Executive Director; 3) Ensuring the quality of papers and presentations given at the annual conference; 4) Offering advice to the President and the Governing Board on issues related to the Area Chairs.

10.1.3 Vice President for Curriculum and Instruction: The Vice President for Curriculum and Instruction holds a subordinate position to the President and reports to the President. The Vice President for Curriculum and Instruction's authority flows from the President. The duties of the Vice president for Curriculum and Instruction include: 1) Improving and developing curricula for the study of popular culture; 2) Improving instruction in popular culture studies; 3) Creating, building, and maintaining a website devoted to improved curriculum and development, including research opportunities; 4) Working with others to disseminate best practices in the teaching of and research in popular culture; 5) Offering advice to the President and the Governing Board on issues related to curriculum and instruction.

10.1.4 Vice President for Diversity, Outreach, and Inclusion: [Definition of position and duties is pending]

10.2 Term of Office: The term of office for the Vice President for Awards, the Vice President for Programming and Area Chairs, the Vice President for Curriculum and Instruction, and the Vice President for Diversity, Outreach, and Inclusion is three years. The Vice Presidents assume office at the end of the PCA/ACA Annual National Conference. An individual may be nominated again for a second term following three intervening years after leaving the position.

10.3 Qualifications for the Vice President for Awards, the Vice President for Programming and Area Chairs, the Vice President for Curriculum and Instruction, and the Vice President of Diversity, Outreach, and Inclusion: To be nominated for these positions, an individual must have been a member of the PCA/ACA for four of the previous seven years.

10.4 Replacement of the Vice President for Awards, the Vice President for Programming and Area Chairs, the Vice President for Curriculum and Instruction or the Vice President of Diversity, Outreach, and Inclusion: Should the Vice President for Awards, the Vice President for Programming and Area Chairs, the Vice President for Curriculum and Instruction, or the Vice President for Diversity, Outreach, and Inclusion decline to serve or be removed with or without cause, the Governing Board shall choose another Vice President to complete the term.

10.5 Removal of the Vice President for Awards, the Vice President for Programming and Area Chairs, the Vice President for Curriculum and Instruction, or the Vice President for Diversity, Outreach, and Inclusion: The Vice President for Awards, the Vice President for Programming, the Vice President of Curriculum and Instruction, or the Vice President for Diversity, Outreach, and Inclusion can be removed with or without cause by a majority of the Governing Board. A majority of the Governing Board must articulate in a written document why the specific Vice President should be removed. The specific Vice President will have fourteen days to respond to these charges, sending his/her response to the Secretary, who will ensure that the response is distributed to all members of the Governing Board. After receipt of this response, the Governing Board will have a final vote. A simple majority must vote affirmatively to declare the position of the specific Vice President to be vacant.

Article 11. Area Chairs:

11.1 Duties of Area Chairs: The duties of the Area Chairs include: 1) Soliciting and encouraging presentations and performances at the Annual National Conference that are numerous, diverse, and of high quality; 2) Encouraging different forms of expression and presentation; 3) Supervising and supporting the panels and presentations at the Annual National Conference; 4) Performing other duties as assigned by the President and Vice President of Programming and Area Chairs

11.2 Basic Requirements for Area Chairs: The applicant for Area Chair should be a professional in the field. This may be interpreted broadly and may include all kinds of faculty and various kinds of professional activity beyond graduate work. The Area Chair is selected by the Vice President for Programming and Area Chairs, in consultation with the President and Governing Board. The appointment is made by the Vice President for Programming and Area Chairs and appropriate area members.

11.3 Replacement of Area Chairs: Should an Area Chair decline to serve, be unable to serve, or be removed with or without cause, the Vice President for Programming and Area Chairs shall appoint another individual. The outgoing Area Chair may nominate successor(s); in most cases, if the individual meets the criteria established in Article 11.2, he or she will be appointed without a search by the Vice President for Programming and Area Chairs. In all other cases (including when the proposed successor does not meet the criteria outlined in 11.2), the Vice President for Programming and Area Chairs will initiate a broader call for nominations and applications. In that case, the applications shall be reviewed by Vice President of Programming and Area Chairs, and in consultation with the President and Governing Board, he/she will appoint a new area chair

Article 12. Treasurer

12.1 Appointment and Term of Office: The Treasurer is appointed by the majority of the Governing Board and is a current member of the Governing Board. The term of office for the Treasurer is two years. Treasurers assume office at the end of the PCA/ACA Annual National Conference. Treasurers may serve for one two-year term only, but can be elected for a second

term after two intervening years. The term of office for the Treasurer may also be determined by the Board, and may be limited to the length of service remaining as a Board member.

12.2 Qualifications for Treasurer: To serve as treasurer, an individual must have been a member of the PCA/ACA for four of the previous seven years and must also be a current member of the Governing Board.

12.3 General Duties of the Treasurer: The Treasurer is responsible for 1) Fiduciary oversight of the conservation of the PCA/ACA operating budget and finances; 2) Oversight of how monies are spent, authorizing them when required as defined by the Governing Board; 3) Ensuring that the Officers and Board spend association monies responsibly and effectively to achieve the stated aims and objectives of the PCA/ACA; 4) Ensuring that the association does not under-spend or over-spend and that established accounting practices are followed; 5) Reporting the overall financial status of the organization to the Governing Board on a regular basis; 6) Ensuring that accurate records and supporting documentation are filed and recorded; 7) Other duties may be assigned to the Treasurer as determined by the Governing Board. The authority of the Treasurer flows from the Governing Board. The Treasurer may also consult with the President, Governing Board members, or the Executive Director.

12.4 Replacement of the Treasurer: Should the Treasurer decline to serve or be removed with or without cause, the Governing Board shall choose another Treasurer from among the members of the Board.

12.5 Removal of the Treasurer: The Treasurer can be removed with or without cause by a majority of the Governing Board. A majority of the Governing Board must articulate in a written document why the Treasurer should be removed. The Treasurer will have fourteen days to respond to these charges, sending his/her response to the Secretary, who will ensure that the response is distributed to all members of the Governing Board. After receipt of this response, the Governing Board will have a final vote. A simple majority must vote affirmatively to declare the position of the Treasurer to be vacant.

Article 13. Secretary

13.1 Appointment and Term of Office: The Secretary is appointed by the majority of the Governing Board and is a current member of the Governing Board. The term of office for the Secretary is two years. The Secretary assumes office at the end of the PCA/ACA Annual National Conference. Secretaries may serve for one two-year term only, but can be elected for a second term after two intervening years. The term of office for the Secretary may also be determined by the Board, and may be limited to the length of service remaining as a Board member.

13.2 Qualifications for Secretary: To serve as Secretary, an individual must have been a member of the PCA/ACA for four of the previous seven years and must also be a current member of the Governing Board.

13.3 General Duties of the Secretary: The Secretary is responsible for 1) Recording minutes of all meetings of the Governing Board; 2) Ensuring that the process for nominating and voting for the various positions is carried out in the prescribed manner; 3) Keeping the membership list current and up-to-date in consultation with the Executive Director; 4) Making sure that the email list is used only for recognized and official business of the PCA/ACA. Other duties may be assigned to the Secretary as determined by the Governing Board. The authority of the Treasurer flows from the Governing Board.

13.4 Replacement of the Secretary: Should the Secretary decline to serve or be removed with or without cause, the Governing Board shall choose another Secretary from among the members of the Board or the other Vice Presidents.

13.5 Removal of the Secretary: The Secretary can be removed with or without cause by a majority of the Governing Board. A majority of the Governing Board must articulate in a written document why the Secretary should be removed. The Secretary will have fourteen days to respond to these charges, sending his/her response to the Board Chair, who will ensure that the response is distributed to all members of the Governing Board. After receipt of this response, the Governing Board will have a final vote. A simple majority must vote affirmatively to declare the position of the Secretary to be vacant.

Article 14. The Governing Board Chair

14.1 Appointment and Term of Office: The Board Chair is appointed by the majority of the Governing Board and is a current member of the Governing Board. The term of office for the Board Chair is two years. The Board Chair assumes office at the end of the PCA/ACA Annual National Conference. Board Chairs may serve for one two-year term only, but can be elected for a second term. The term of office for the Board Chair may also be determined by the Board, and may be limited to the length of service remaining as a Board member.

14.2 Qualifications for Board Chair: To serve as Board Chair, an individual must have been a member of the PCA/ACA for four of the seven previous years and must also be a current member of the Governing Board.

14.3 General Duties of the Board Chair: The Board Chair is responsible for 1) Serving as the spokesperson and representative of the Governing Board; 2) Handling the management and operation of the Governing Board in a transparent manner; 3) Serving as the official representative of the Governing Board regarding individual discussions with the President, Officers, Executive Director, Treasurer, and Secretary; 4) Presenting the directives of the Governing Board to the President, Officers, Executive Director, Treasurer, and Secretary; 5) Presenting communications from the President, Officers, Executive Director, Treasurer, and Secretary to the Governing Board in established, regular communications, and during Governing Board meetings; 6) Setting the agenda and presiding over Governing Board meetings. The authority of the Board Chair flows from the Governing Board. The Board Chair shall only present the directives to the President, Officers, Executive Director, Treasurer and Secretary, and shall not engage in any substantial governing policies and/or procedures without the

authorization of a simple majority of the Governing Board (following the establishment of a quorum).

14.4 Replacement of the Board Chair: Should the Board Chair decline to serve or be removed with or without cause, the Governing Board shall elect another Board Chair from among the members of the Board by simple majority.

14.5 Removal of the Board Chair: The Board Chair can be removed with or without cause by a majority of the Governing Board. A majority of the Governing Board must articulate in a written document why the Board Chair should be removed. The Board Chair will have fourteen days to respond to these charges, sending his/her response to the Secretary, who will ensure that the response is distributed to all members of the Governing Board. After receipt of this response, the Governing Board will have a final vote. A simple majority must vote affirmatively to declare the position of the Board Chair to be vacant.

Article 15. Past President

15.1 Appointment and Term of Office: The Past President serves a single two-year term of office immediately following a term as President. Should the immediate Past President decline to or be unable to serve, a previous Past President will be chosen by the Governing Board to fill the unexpired term.

15.2 General Duties of the Past President: The Past President may provide advice to the President and Governing Board. The Past President is not a voting member of the Board. Other duties may be assigned by the Governing Board as required. The Past President shall receive no compensation or financial reimbursement.

Article 16. PCA/ACA Publications

16.1 Publications: The PCA/ACA may sponsor journals and other scholarly and professional publications as the Governing Board decides.

16.2 *The Journal of Popular Culture* and the *Journal of American Culture*: The PCA/ACA Board shall, in consultation with and the approval of the Publisher (Wiley), recommend and Editor, or Editors, for *The Journal of Popular Culture* and the *Journal of American Culture* each for a five-year-term, which may be renewed with the recommendation of the PCA/ACA and the approval of the Publisher.

Article 17. Executive Director (ED)

17.1 General duties of the Executive Director: The duties and responsibilities of the Executive Director include: 1) Implementing the policies as developed by the Governing Board as they relate to the annual conference and finances; 2) Planning all conferences and events and serving as the primary liaison between and advocate for the PCA/ACA to the hotel during all conferences; 3) Assuming responsibility for fiscal matters as directed by the Governing Board and the Treasurer; 4) Working with and under the direction of the Treasurer, to prepare a financial report of the previous year for the Governing Board at the annual meeting. 5) Performing the clerical and administrative work of the Endowment.

17.2 Conference Budget: The ED shall also present a preliminary annual conference budget to the Governing Board for review at the mid-year meeting. The ED shall render a preliminary annual conference report to the Governing Board at the national conference and a final report within four months thereafter.

17.3 Conference Administrative Duties: Under the Governing Board's direction, the ED shall serve as the administrator for Annual and Mid-Year Meetings of the PCA/ACA . This includes: 1) Being responsible for hotel and property preparations after contracts have been negotiated; 2) Arranging and conducting a Hotel Walkthrough with Governing Board designees; 3) Creating and publishing the program and addenda for the annual conference; 4) Publicizing program changes during the conference; 5) With the approval of the Governing Board, arranging for keynote speaker(s) at the conference; 6) Arranging travel for all VIPs at the annual conference with the approval of the Governing Board; 7) Coordinating Resource Exhibitors; 8) Staffing the registration desk at the annual conference; 9) Providing gratis materials with the approval of the Governing Board; 10) Creating signage for the annual conference; 11) Coordinating publicity for the annual conference; 12) Arranging for shipping and receiving for the annual conference; 13) Coordinating AV and Internet access at the annual conference; 14) Arranging catering for the annual conference; 15) Creating and maintaining a database management and conference registration system.

17.4 Other Administrative Duties: The ED shall assume responsibility for fiscal matters as directed by the Governing Board and the Treasurer. This includes, but is not limited to: 1) Ensuring accounting responsibilities are completed in a systematic, logical, and legal manner; 2) Under the direction of the Treasurer, reporting all monthly expenditures to the Governing Board; 3) Assisting the Treasurer in the opening of financial books on the first day of the fiscal year; 4) In coordination with the Treasurer, presenting the financial report at the mid-year and annual Board meetings; 5) Assisting in the arrangement of annual financial audits coinciding with the end of the fiscal year; 6) In coordination with the Director of the Endowment, overseeing all restricted monies due the PCA/ACA; 7) Receiving lists of awards and award recipients and signing award checks; 8) Ensuring that all awards and certificates are prepared by the Vice President for Awards; 9) Preparing and signing and/or co-signing all checks, including payroll checks to a limit of \$5000 (amounts over \$5000 must be signed and/or co-signed by the Treasurer; 10) Traveling, with the approval of the Governing Board, to designated conferences to

serve as an ambassador for PCA/ACA; 11) With input from the Treasurer, hiring a professional accountant and payroll provider; 12) Serving as a liaison between the PCA/ACA and associated journal publishers (Wiley). 13) For any contracts over \$10,000, soliciting multiple bids for consideration. The authority of the Executive Director flows from the Governing Board with fiscal oversight by the Treasurer.

17.5 Qualifications of Executive Director: Preferably, the ED will be a member of the PCA/ACA for at least four years. The desired candidate will have thorough sensibility of popular culture studies and scholarship and knowledge of the history of the PCA/ACA. Additionally, the candidate must understand the fiscal obligations and legal workings of a non-profit organization and have a background in conference planning and execution. In addition, the candidate should have competent management and organizational skills. Remuneration will be commensurate with the candidate's background and experience.

17.6 Term of Office: The Executive Director of Operations shall be hired by the Governing Board for a term of one year on a probationary basis. A thorough, written evaluation will be conducted before the ED is rehired for an additional four year period. After the rehire, the ED will be evaluated on a yearly basis by the Governing Board. After the initial five year period expires, the ED may be rehired for a second five-year period with Governing Board approval. If the rehire occurs, the ED will continue to have a written evaluation yearly by the Governing Board. The total length of service for the ED can be no longer than ten years.

17.7: Remuneration: The Executive Director will be remunerated for his/her service. The remuneration is determined through negotiations and must be approved by the Governing Board.

17.8 Executive Director's Staff: The ED has the responsibility for hiring personnel for staff positions subject to approval by the Governing Board. All personnel hired by the ED report to the Executive Director and serve at his/her pleasure.

17.9 Remuneration of Staff: Staff remuneration will be set by the Executive Director and is subject to approval by the Governing Board.

17.10 Selection of the Executive Director: The Governing Board shall have the task of conducting the search for an Executive Director. The search will be conducted in an open and honest manner with strict adherence to the regulations for employment under non-profit status in the State of Ohio and in accordance with standard employment law. After completion of the interview process, the Governing Board may 1) accept a candidate's nomination, 2) ask for more candidates or clarifications, or 3) reject the recommendations. If the Governing Board accepts a candidate's nomination, the Governing Board will then designate a Board member to conduct final negotiations with the individual concerning conditions of employment. The Governing Board designee may be the Board Chair, the President, or another Board member.

17.11 Replacement of the Executive Director: Should the Executive Director decline to serve or be removed with or without cause, the Governing Board will meet immediately and select an

interim Executive Director. This individual may be a Governing Board member or another officer of the PCA/ACA. During this transitional period, the selected interim ED may not vote as a Governing Board member. The search should commence immediately for a new, permanent Executive Director.

17.12 Removal of the Executive Director: The Executive Director can be removed with or without cause by a simple majority of the Governing Board. A majority of the Governing Board must articulate in a written document why the ED should be removed. The Executive Director will have fourteen days to respond to these charges, sending his/her response to the Secretary, who will ensure that the response is distributed to all members of the Governing Board. After receipt of this response, the Governing Board will have a final vote. A simple majority must vote affirmatively to declare the position of the Executive Director to be vacant.

Article 18. Relationship of PCA/ACA to the Endowment Board

The PCA/ACA Endowment is a separate entity and not governed by the PCA/ACA Governing Board. The administrative work of the Endowment will be facilitated by the Executive Director. All changes to the Endowment bylaws, however, must be approved by both the PCA/ACA Endowment Board and the PCA/ACA Governing Board.

Article 19. Amendments to the PCA/ACA Bylaws

The Bylaws of the PCA/ACA may be amended by an affirmative vote of a simple majority of the Governing Board, provided that such amendment(s) be submitted in writing to the full Governing Board at least one month before the date of the meeting of the Governing Board at which the amendment is to be considered and discussed. Any proposed amendment may be considered by the Governing Board with less than thirty (30) days notice, if a majority of the Governing Board present at the meeting called for such purpose agrees at such meeting to consider the proposed amendment submitted with less than thirty (30) days notice. The Governing Board can also decide, by majority vote, to send amendment(s) to Members in good standing for a binding vote.