

DePaul University, Chicago, Illinois

Interim President Mike Marsden brought the meeting to order at 9:01 a.m.

Voting Members Present: Roger Adams (electronic), Lynn Bartholome, Paul Booth, Gary Edgerton, Bruce Drushel, Gary Hoppenstand, Jay Nelson, Royce Smith, Jim Von Schilling (arrived 10:05 am), Elwood Watson (electronic) , Michael Marsden (votes only to break ties)

Non-Voting Members Present: John Bratzel (electronic), Ann Larabee, Kathy Merlock Jackson, Brendan Riley

Voting Members Absent: Allen Ellis, Tricia Jenkins, Vicki Karaminas

Non-Voting Members Absent: Christopher Covington, Joe Hancock, Joy Sperling

A quorum was established.

Opening Remarks:

Interim President Marsden welcomed everyone to Chicago and thanked Paul Booth for his role in securing the meeting room and lunch. He also congratulated Lynn Bartholome on her recent marriage.

He began discussing action items by stating that an audit may be requested, dependent on costs, to look at travel expenses spent in prior administrations.

Mike also requested that the Association create the position of Secretary/Recorder; in consultation with the attorneys, it was determined that the recording of the minutes should be done by someone other than the president. This new position also should be reflected in the bylaws.

President Marsden thanked the EDs for procuring and mailing out copies of *Robert's Rules* (both the full version and condensed version) to all board members. A discussion followed about the need to use a modified version.

Old Business:

1. Discussion of our attorneys' recommendation to reconstitute the nominating committee in place for the 2014 national convention and acceptance of Gary Burns' request to rescind his resignation as chair of this committee

A motion is made to rescind the resignation of Gary Burns as nominating committee chair. [Motion by R. Smith, seconded by G. Edgerton]

Gary Burns has agreed to chair the committee.

Elwood Watson, Paul Booth, and Toni-Johnson Woods, original members of this committee, will be asked to serve again. Watson and Booth have both agreed. Chairperson Burns will contact Johnson-Woods.

Royce Smith asks for clarification of the motion; Roll call vote on motion on rescinding Burns' resignation: **9 yes, no 0**

2. Discussion of the circulated report from the subcommittee on elections regarding proposed election protocols and discussion of process and timing of the election of a vice president/president elect

(A) Motion was made to open discussions on circulated report on elections and election protocols. [Motion by J. Nelson, seconded by G. Hoppenstand]

Bruce Drushel introduces two proposals for third party vendors. Since we are electing a vice president/president elect in a special election, this on-line method may become the template for future elections. This method of voting could also be included in the bylaw rewrite. Board members expressed the hope that this new method might result in greater voter turnout.

A friendly amendment was added to the language in the last paragraph [Motion by J. Nelson, seconded by G. Hoppenstand]: Further, officers, governing board members (including non-voting members), and staff of the organization shall not advocate on behalf of any candidate.

Roll call vote for acceptance of procedures (with friendly amendment) for special elections: **9 yes, 0 no**

(B) Process and timeframe of electronic election under direction of nominating committee

There was a discussion about how long the process would take to set up.

Friendly amendment added [Motion by J. Nelson, seconded by G. Hoppenstand]: Process will begin as soon as possible (through mid-November); committee will begin deliberations shortly.

The protocols and a detailed timeline were distributed.

Roll call vote for acceptance of timeline: 9 yes, 0 no

[Note: Brendan Riley also electronically distributed a detailed timeline on 11/14/14]

3. Receipt of report from Endowment Chair, John Bratzel, on the Endowment Board (electronic)

Chairperson Bratzel stated that the bulk of endowment grant applications arrive between November 1-15. Reviewers are ready to read the applications.

There is a problem with the number of applications for the Noverr Grant. Perhaps the organization should consider repurposing this particular grant. In addition, advertising for the Noverr Award should be given more attention and emphasis. Brendan will send out emails to department chairs for any possible last minute applications.

Motion is made to accept Endowment report [Motion by B. Drushel, seconded by G. Hoppenstand]. Roll call vote: **10 yes, 0 no**

4. Discussion on circulated reports from the Subcommittee on Elections, on complaints filed by Royce Smith, Joe Hancock and Gary Burns (Subcommittee members Bruce Drushel, Chair, Gary Edgerton, and Paul Booth)

(A) Complaint filed by Royce Smith about the 2014 PCA/ACA election process:

Motion made to accept the report responding to the complaint [Motion by J. Nelson, seconded by G. Hoppenstand]

The committee believes that Dr. Smith's complaints have been dealt with by declaring the 2014 elections null and void and holding a new election to comply with the current bylaws. This has been vetted by the PCA/ACA attorneys. The committee also suggests that the PCA/ACA Subcommittee on Bylaws review the election bylaws and procedures in order to make them as comprehensive and clear as possible in order to properly facilitate future elections.

Roll call vote for acceptance of report: **9 yes, 0 no** (R. Smith out for discussion and vote)

(B) Complaint filed by Joe Hancock against Jay Nelson:

Motion made to accept report responding to the complaint [Motion by G. Hoppenstand, seconded by R. Smith]

Friendly amendment added to strike the second last paragraph.

Chairperson Drushel states that the complaint from ED Hancock was not dealt with because it was determined to have no substance or merit.

Roll Call vote to accept report on complaint: **8 yes, 1 abstention**
(J. Nelson out for discussion and vote)

(C) Complaint filed by Gary Burns against Joe Hancock

Motion made to accept report responding to the complaint [Motion by J. Nelson, seconded by G. Hoppenstand]

The PCA/ACA Governing Board, on the advice of legal counsel, has declared the 2014 election invalid on the grounds that this election was run in a manner inconsistent with the Association's bylaws. As a result, any harm resulting from the alleged irregularities is rendered moot by the election's invalidation and subsequent redoing as a special election of a new vice president/ president election to succeed the current interim president appointed by the board on June 27, 2014.

We moreover understand that it is our charge to recommend protocols to be considered and adopted in future PCA/ACA elections. Our assumption is the Executive Directors of the PCA/ACA are the representations of and should act in the best interests of all of the members of the Association. Consistent with best practices in other scholarly and nonprofit associations, we thus recommend that all paid staff of the PCA/ACA act in a neutral nonpartisan fashion when it comes to elections and other official business involving the association. We also suggest that the PCA/ACA Subcommittee on Bylaws take this matter under deliberation as it does its business as charged by the Governing Board as a whole.

Roll Call vote to accept report on complaint: **10 yes, 0 no**

5. Discussion of the report from the Special Committee of Five, on complaints filed by Joy Sperling and Mary Findley (Elwood Watson, Jim Von Schilling, Tricia Jenkins, Jay Nelson, and Vicki Karaminas)

(A) Complaint filed by Joy Sperling against Royce Smith:

Motion made to accept report responding to the complaint [Motion by J. Nelson, seconded by G. Hoppenstand]

Committee concludes that there is no supporting evidence for this complaint and therefore, no need for the Governing Board to take any action.

Roll Call vote to accept report on complaint: **9 yes, 0 no**
(R. Smith out for discussion and vote)

(B) Complaint filed by Mary Findley against the PCA/ACA Governing Board, the PCA/ACA Nominating Board, chaired by Gary Burns

Motion made to accept report responding to the complaint [Motion by J. Nelson, seconded by G. Hoppenstand]

Friendly amendment to accept report with part of a sentence in the second to the last paragraph removed.

The committee found no evidence to support Mary Findley's claim that gender discrimination was the reason she was not selected by the Nominating Committee for the second slate of governing board nominees. ***We also note that both slates of candidates selected by the Nominating Committee were gender balanced.***

Mary Findley's charge of gender discrimination against Gary Burns is unfounded, as our lawyers state that ***there is no legal responsibility for a chair of a standing committee to respond to questions from the membership, nor is there a maximum time limit for a response, should they so respond.*** We do not believe that the nominating committee had a fiduciary duty to respond to such inquiries.

Roll Call vote to accept report on complaint: **7 yes, 0 no**
(P. Booth, E. Watson, R. Adams out for discussion and vote)

6. Receipt of Initial Report from the Subcommittee on Bylaws (Lynn Bartholome, Chair, Gary Hoppenstand, Elwood Watson, Joy Sperling, and John Bratzel)

Now that the association lawyers have provided a written response to our request to go through the current bylaws and have suggested areas for change, the Subcommittee on Bylaws will begin a careful restructuring and rewriting of the current bylaws to conform to the standards required of other academic and not for profit associations. Areas under scrutiny include the inclusion of new election procedures, the PCA/ACA counselor position, the size and structure of the governing board, and the continuation of two ED positions. A draft should be available for board members sometime in January.

According to the current bylaws, proposed changes to the bylaws must be submitted a minimum of 30 days before the national conference.

7. Discussion of the circulated report from the Task Force on Major Speakers (Members: Gary Edgerton, Chair, Jay Nelson, Royce Smith, Ann Larabee, Kathy Merlock Jackson, Gary Burns, San Grogg, Jr., David Feldman, and Ray Merlock)

A motion is made to bring the report to the floor [Motion made by J. Nelson, seconded by G. Hoppenstand]

The task force recommends that each year representatives of the PCA/ACA select and host two separate speakers—one cultural practitioner and one eminent scholar. All speakers should be linked to an award in order to ensure quality control as well as manage costs. The task force has also recommended a cluster of characteristics to serve as a guide to the selection of speakers. There should also be panels designed to spotlight the contributions of these speakers.

An invitation has been extended to Martin Sheen and Emilio Estevez to accept the cultural practitioner award.

Possible nominees for the 2015 PCA/ACA Eminent Scholar Award include Dan Cameron and Nick Spitzer.

Roll Call vote to accept task force report: **10 yes, 0 no**

8. Discussion of the formal motion with previously circulated rationale from Elwood Watson: “Moved that the bylaws of the PCA/ACA be amended to establish the position of Vice President for Diversity and Outreach.”

A motion is made to bring the report to the floor [Motion made by J. Nelson, seconded by G. Hoppenstand]

Discussion of this motion included the position that there must be accountability for whoever will be in this role.

A substantive amendment was made to form a task force in support of this position."

Roll call vote for the inclusion of this substantive amendment: **6 yes, 4 no**

Roll Call vote to create the position of Vice President for Diversity and Outreach: **6 yes, 4 no**

9. Clarification of Governing Board's request for financial information from the Executive Director of Operations and the Treasurer

There was an inquiry from several board members about travel grant money given to the Midwest PCA to help fund graduate travel to the national conference. Brendan explained that this was a practice begun by John Bratzel, in his former role as Executive Director. It was agreed that this offer of assistance should be extended to the other regional associations as well.

[Since the date of this meeting, Vicki Karaminas has resigned her position as treasurer. John Bratzel has been appointed by the board to the position of Interim treasurer until a permanent treasurer is elected before the national conference.]

10. Updates on the New Orleans Conference (Brendan Riley, ED for Operations).

Brendan provided an update and included a written budget. It is expected that there could be a ten percent drop in conference participation.

WiFi will be included in the room cost this year in New Orleans

11. Discussion of the timing of the Governing Board meeting in New Orleans

The Governing Board meeting will be on Wednesday evening.

12. Updates from editors of *JAC*, *JPC*, and the "Second Generation Book"

Kathy Merlock Jackson, *JAC* Editor, thanked the Governing Board for restoring the reinstatement of her full contract and for their letter of apology. The journal is doing well, especially in the area of book reviews. The graduate award has also been advertised.

Ann Larabee, *JPC* Editor, reported that the journal has gone to an all electronic submission system. The acceptance rate for articles remains at 14-16 percent.

12. continued

Mike Marsden reported that the “Second Generation Book” is no longer a PCA/ACA project; it is a private project and the personal intellectual property of Lynn Bartholome. It will be published in 2016. No contract was ever signed and no compensation from the Association was ever received or will be provided.

New Business:

1. Discussion of the implementation of *Robert’s Rules of Order*.

A task force is needed to examine Robert’s Rules and its most useful application for our association. It is an effective way to move through business. This task force will also recommend a codicil to be included in the restructured/rewritten bylaws.

2. Discussion/approval of Interim President’s travel plans

Mike Marsden will travel to the Southwest PCA Conference in February; he will meet with Lynnea Chapman King and Ken Dvorak

Motion made for travel support for the Interim President.

Approved by the Governing Board: **10 yes, 0 no.**

3. Discussion of the proposed 2015 Summer Workshop in Popular Culture

Motion made to bring to the floor [Motion by P. Booth, seconded by B. Drushel]

Discussion by members centered on the overall goal of the workshop, and the rotation of the site. What would be the format of the workshop? What is the tentative schedule? How does this workshop meet the goals of the PCA/ACA?

Questions also arose about the amount and composition of people attending, costs, and clarification of detailed objectives.

A task force could be established for future workshops.

A suggestion was made to table this motion. Additional information should be received by November 22. [Motion made by B. Drushel, seconded by P. Booth].

Roll call vote on tabling the motion: **10 yes, 0 no**

3. continued

Motion was also made to limit the number of times a workshop could be held in a single locale to twice in succession; a written proposal must also be presented at the national conference one year prior to the workshop. [Motion made by G. Hoppenstand, Seconded by R. Smith]

Roll call vote: **9 yes, 1 no**

4. Discussion of circulated proposed FY 2015 budget

A detailed written budget was presented by Brendan.

There is no line item for legal fees; however, there are now estimated legal fees in the revised budget the Board approved.

Swag is now called awards and conference gifts

Brendan's course buyouts are taken out of his annual salary

A motion was made to approve the proposed budget

Roll call vote approves budget: **10 yes, 0 no**

A motion was made that there needs to be a separate, specific budget for the proposed summer workshop

Roll call vote: **10 yes, 0 no**

5. Discussion of regular elections at the 2015 National Conference, including proposed members of the Nominating Committee from the Interim President

The nominating committee will be chaired by Joy Sperling.

Proposed members are Gary Hoppenstand, Kathy Merlock Jackson, and Ann Larabee.

Motion made and passed. Roll call vote: **10 yes, 0, no.**

Board members whose terms expire are Allen Ellis, Tricia Jenkins, Royce Smith, and Jay Nelson.

Officers whose terms expire include Vicki Karaminas and Bruce Drushel. **[Karaminas has since resigned and Roger Adam's term as Interim Vice President of Awards will end. John Bratzel's term as Interim Treasurer will end at the 2015 conference.**

6. Discussion of evaluation processes for employees of the PCA/ACA

After a lengthy discussion, Interim President Marsden stated that he will establish a task force to examine, create, and recommend evaluation procedures for salaried PCA/ACA staff.

7. Discussion of the establishment of an electronic document warehouse and a physical archives for PCA/ACA

Interim President Marsden stated that there is already a physical archive of documents at Bowling Green State University. He suggested we could have a future discussion of locating the official PCA/ACA Archives at BGSU.

Interim President Marsden encouraged board members to check out the BGSU websites to see what already exists. Here are two links:

www.bgsu.edu/library/pcl/manuscripts..html

ul2.bgsu.edu/finding_aids/items/show/1704

8. Discussion of John Bratzel's proposed future directions for PCA/ACA

This discussion was tabled, but could well be part of a larger strategic planning discussion.

9. Request from the Society for the Study of Midwestern Literature to become an affiliate organization of the PCA/ACA.

Interim President Marsden reported that this society has approached us to become an affiliate organization. If approved, it will be listed on our website and the group will schedule at least one panel at the national conference.

Motion made and approved: **10 yes, 0 no**

10. Discussion of suggestion from the Interim President for a planning retreat for the Governing Board.

Interim President Marsden suggested having Interim President Marsden suggested scheduling a strategic planning retreat to discuss the future of PCA/ACA." The timeline for this retreat should be late spring or early summer, after the 2015 national conference.

Good of the Order:

A lengthy discussion resulted from the reports on complaints filed, specifically the report filed by Joy Sperling.

Members of the Board agreed on the following:

We have accepted the reports gathered by the Committee of Five, investigating charges of sexual harassment against individual members of the Governing Board. We are now requesting this same committee to consider sanctions against Joy Sperling, Past PCA/ACA President, and further investigate if Ms. Sperling falsely and maliciously accused those previously named individuals of sexual harassment and discrimination.

The purpose of the investigation will be to determine if these allegations were made erroneously and malevolently.

Motion made to have the Committee of Five investigate further.

Roll call vote: **9 yes, 0 no**

Interim President Marsden will contact the PCA/ACA attorneys to determine the proper way to proceed on this matter.

Interim President's Closing Remarks:

Board members will have at least one more virtual meeting before the 2015 National Conference. Date and details will follow.

Interim President Marsden will continue plans to appoint the following task forces:

1. Travel protocols
2. Robert's Rules
3. Employment Evaluations
4. Diversity and Outreach

Interim President Marsden wished all participants "safe travel" and adjourned the meeting at 5:05 p.m.

Respectfully submitted,

Lynn

Lynn Bartholome