

Bylaws of the Popular Culture Association
PCA Code of Regulations (“Bylaws”) as
revised and adopted by the PCA
Governing Board on 28 October 2022

ARTICLE 1. Organization Name

The name of this not-for-profit association shall be the Popular Culture Association doing business as Popular Culture Association/American Culture Association and PCA/ACA. Through the remainder of this document, the organization shall be referred to by the acronym PCA.

ARTICLE 2. Purpose

The purpose of the PCA shall be to encourage and assist in the study of popular 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 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, gender identity, gender expression, military status, predisposing genetic characteristics, or any other category protected under applicable law.

ARTICLE 3. General Membership

3.1. Members

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

3.2. Meetings

An annual town hall meeting of the members, for the consideration of business, shall be held at the annual national conference. 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. 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

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

3.4. Notice of Meeting

Each member shall furnish the Secretary with an address and email address to which notices of meetings and other notices or correspondence may be addressed.

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 or email, and it shall also be posted on the PCA website at least ten (10) but not more than sixty (60) days before each meeting.

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.

Every notice of a special meeting of the members must state briefly the purpose specified by the person or persons calling such a meeting. Any business other than that stated in the notice shall be taken up at such a special meeting only with the consent of at least two-thirds of the members present at such meeting.

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. A member's presence at a meeting shall be deemed to constitute such member's waiver of notice of the meeting (or of any defect in such notice) unless such member expressly states otherwise at the meeting.

3.5. Quorum and Manner of Action

A majority of the members shall constitute quorum for the transaction of business at any meeting of the members.

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.

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, unless a greater number is required by the Articles of Incorporation or these Bylaws.

3.6. Action Without Meeting

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.

Any such writings shall be filed with or entered in the records of the PCA.

3.7. Voting

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 Members to be elected by the PCA members; provided, however, such member may not cumulate his or her votes for any one or more Board Member.

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. Such proxy shall be honored and in effect until such time as the member granting the proxy revokes the same in writing and such written revocation is received by the PCA. All proxies and proxy revocations shall be entered and maintained in the records of the PCA.

ARTICLE 4. Governance and the Governing Board

4.1. Governance

The PCA will be governed by the Governing Board.

4.2. Composition of the PCA Governing Board

The Governing Board is composed of twenty-one members of the PCA, fourteen voting members and seven non-voting members.

4.3. Voting Members of the PCA Governing Board

The voting members of the Governing Board include the five (5) Officers—the President; Vice President/President-Elect; Vice President for Awards; Vice President for Programming and Area Chairs; Vice President for Diversity, Outreach, and Inclusion—and the nine (9) Trustees.

4.4. Trustee

A trustee is an elected voting member of the Governing Board, with specific duties as assigned by the President or Chairperson of the Governing Board or a Governing Board committee and has the same rights and responsibilities as other board members.

4.5. The Positions of Treasurer, Secretary, and Board Chair

The positions of Treasurer, Secretary, and Board Chair shall be filled by individuals elected from among the Board's nine (9) Trustees.

4.6. Ex officio members of the Governing Board

The seven non-voting ex officio members of the Governing Board shall include the Past President, PCA Endowment Committee Chair, PCA Historian, PCA Digital Media Director, JAC editor, JPC editor, and PCA Graduate Representative.

4.7. 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 or 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, special meetings of the Governing Board may be called by the Chair of the Governing Board, the President, or by fifty percent (50%) of the members, both voting and ex officio, of the Governing Board.

5.4. Quorum Requirements

A quorum will consist of a majority of the voting 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 Governing Board Members (listed under 4.2)

Elected Governing Board members will be financially compensated for their board work at the PCA National Conference and other in-person meetings. For in-person meetings, the cost of room, board, and travel will be reimbursed. Ex officio members will receive the same financial compensation as the [elected] Governing Board Members. In exchange for their compensation, all Board Members must attend regular board meetings from beginning to end of the originally scheduled time, absent unforeseen extenuating circumstances as determined by the President.

All members are to be responsible stewards of PCA by being as frugal as possible in making their travel arrangements. Those who cancel travel after funds have been paid are responsible for reimbursing the PCA, except in cases of emergency. The Governing Board may define and set rules on reimbursement as needed. All expenditures to be reimbursed must be reported in the annual report and made transparent. The PCA reserves the right to reduce or eliminate reimbursement of travel expenses in the case of financial emergency.

5.6. Governing Board Term of Office

5.6.1. Governing Board Trustees Term of Office

Governing Board Trustees elected just prior to the National Conference (pursuant to the procedure described in Article 7 hereof) will assume their offices at the end of the proximal PCA Annual National Conference.

5.6.2. Terms of Board Trustees

Board Trustees 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 as a Trustee until three years have transpired. 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. Election of Governing Board Members

The Elections Committee, composed of no fewer than two members chosen from the voting members of the Governing Board and at least one non-board member from the PCA general membership (who has been a member for at least four of the previous seven years), as selected by the President and approved by the Board, will locate individuals to present to the entire Governing Board for approval prior to submitting the list to the Secretary for the ballot. The Elections Committee will determine the eligibility and willingness of all candidates to serve. These candidates must meet the qualifications (as defined below) and be submitted to the Secretary for inclusion on the electronic ballot sent to the membership. The nominations should be inclusive and diverse (with reference to Article 2) and reflect candidates from graduate institutions, four-year schools, and community colleges, as well as practitioners and independent scholars, and the various subject areas of the Association. All nominations will be approved by a simple majority of the Governing Board.

5.8. Qualifications for Governing Board Members

To be nominated for a Trustee position, an individual must have been a member in good standing of the PCA for four of the previous seven years prior to their nomination. In addition, the proposed Trustee should have completed at least two years of service with the organization prior to their nomination. Opportunities include service on a PCA committee, such as the Elections, Ethics, Diversity, Awards, or Graduate Student Committees; service as an Area Chair or Co-

Chair; proposing and running a Special Topics Area for a particular conference; or service on the Governing Board of one of the PCA's regional organizations.

5.9. Replacement of Governing Board Members

Should a Governing Board Member decline to serve, resign, be unable to serve, be removed with or without cause (which removal can be achieved by the vote of a majority of the Board Members at a meeting at which a quorum is present), or be elected to a vice-presidential position, the Governing Board shall appoint another individual who meets the qualifications for that position to fill the Governing Board's vacancy. Such appointed individual shall serve the remainder of the term of the Governing Board Member whose seat was vacated.

5.10. Censure of Governing Board Members

Should a Governing Board Member speak or act in a way inconsistent with the values and standards of the PCA, the Governing Board may vote to censure a Board Member.

ARTICLE 6. Relationships with Associated PCA Groups

6.1. PCA Endowment Committee

The Governing Board of the PCA shall oversee the PCA Endowment Committee in accordance with Article 21 of these Bylaws and the Bylaws of the PCA Endowment Committee, attached hereto as Exhibit A and incorporated herein by reference, as the same may be amended from time to time.

6.2. Regional PCA Organizations

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

ARTICLE 7. Operation of Elections

7.1. Elections Committee

Each year an Elections Committee of no fewer than three people (as identified in 5.7) will be approved by the full Governing Board to ascertain the eligibility of candidates for open positions, determine the specific dates of the election, and recommend any changes to the operation of elections for Board approval.

7.1.1. Elections Committee Duties

This Elections Committee shall ascertain which positions are vacant and solicit nominations for the various offices from among the Members. No member of the Elections 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. Nomination Procedure

At least two (2) weeks prior to the election, through electronic or voice discussion, the Elections Committee, after ascertaining whether a nominated individual will accept nomination, will produce a ballot of nominees for the various offices.

7.1.3. Diversity and Inclusivity

The ballot of officer candidates forwarded to the Members by the Secretary should be inclusive and diverse (with reference to Article 2) and reflect candidates from graduate institutions, four-year schools, and community colleges, as well as practitioners and independent scholars, and the various subject areas of the association.

7.2. Voting Procedure

The election of officers of PCA shall be conducted electronically and occur prior to the Annual National Conference. Each member of PCA shall be sent via email a ballot which shall list the names of the individuals approved by the Elections Committee and a provision for write-in votes. The ballots will be sent to the members at least one-hundred and fifty (150) days prior to the Annual National Conference, and voting will close not later than the one-hundred and twentieth (120) day prior to the Annual National Conference, with at least thirty (30) days of voting. The voting procedure shall be facilitated by the Organization, and the Governing Board President shall appoint a group of no fewer than three (3) PCA members to count the votes (the Certification Committee). Certification will occur within five days of the close of the election. The chair of the Certification Committee will transmit the results to the Board, at which point the President and chair of the Election Committee will inform the candidates (successful and otherwise). Once efforts have been made to contact all candidates (no later than 24 hours post-certification), results will be transmitted to the membership at large.

7.2.1. Ranked Choice Procedure

All elections of officers shall be by secret ballot, using a system of instant runoff voting without a separate runoff election. The Organization shall arrange for the implementation of an instant runoff voting protocol according to these guidelines: (1) The ballot shall give voters the option of ranking candidates in order of preference; (2) If a candidate receives a majority (over 50 percent) of first preferences, that candidate is elected; the threshold is 25 percent for Trustees at Large, assuming there are three positions open; (3) If no candidate receives a majority of first preferences, an instant runoff retabulation shall be performed by the elections committee within five business days of the election. The instant runoff retabulation shall be conducted in

rounds. In each round, each voter's ballot shall count as a single vote for whichever continuing candidate the voter has ranked highest. The candidate with the fewest votes after each round shall be eliminated until only two candidates remain, with the candidate then receiving the majority of votes being elected; and (4) The board of directors may adopt additional rules consistent with this subsection to implement these standards.

7.2.2. Contingencies

In the event that unforeseen circumstances in a given year cause the Annual National Conference to be canceled or postponed, the Governing Board may meet to establish a voting schedule, for that year only, to ensure that the election is held during the academic year when the membership is available. The Governing Board President or 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

The duties of the President include: 1) Ensuring the health, well-being, and growth of the PCA; 2) Ensuring that the bylaws of the PCA 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 Governing Board and Endowment Committee between meetings; 6) Ensuring operation of the PCA within the guidelines for both a non-profit organization and workplace law; and 7) Traveling, with the approval of the Governing Board, to designated conferences to serve as an ambassador for the PCA.

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. The President assumes office at the end of the proximal PCA 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 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 his or her two-year term from the date when he or she would have assumed office in his or her role of Vice President-Elect.

8.6. Removal of the President

The President can be removed with or without cause by a two-thirds (2/3) majority of the voting members of the Governing Board. A two-thirds (2/3) majority of the voting members 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 a 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 two-thirds (2/3) 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) Serving as Acting President if the President is unable to perform their duties due to illness or other extenuating circumstances; 3) Becoming the President at the end of the extant President's term; 4) Supporting the continued development of the PCA; 5) Accepting other general duties as requested by the President; 6) Offering advice and counsel to the extant President; 7) Preparing to be President; and 8) Serving as the Chair of the Bylaws Committee, a standing committee consisting of Vice President/President-Elect, Past President and at least two Governing Board Members (including ex officio) appointed by the 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. The Vice President/President-Elect assumes office at the end of the proximal PCA Annual National Conference.

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 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 two-thirds (2/3) majority of the voting members of the Governing Board. A two-thirds (2/3) majority of the voting members 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 a 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 two-thirds (2/3) 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, and Vice President for Diversity, Outreach, and Inclusion

10.1. Duties of the Vice President for Awards, Vice President for Programming and Area Chairs, and Vice President for Diversity, Outreach, and Inclusion

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 literary, film, electronic, scholarly, and practitioner awards; 2) Superintending all service and journal awards; 3) Recruiting individuals to assist in this process; 4) Producing all PCA awards with the oversight and approval of the Treasurer, making them available at the various conferences; 5) Offering advice to the President and the

Governing Board on issues related to the awards; and 6) Serving as the Chair of the Awards Committee, a standing committee consisting of the Vice President for Awards and at least two Governing Board Members (including ex officio) appointed by the President.

10.1.2. Vice President for Programming and Area Chairs

The Vice President for Programming and Area Chairs holds 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 and Governing Board; 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; and 5) Serving as the Chair of the Programming Committee, a standing committee consisting of the Vice President for Programming and Area Chairs and at least two Governing Board Members (including ex officio) appointed by the President.

10.1.3. Vice President for Diversity, Outreach, and Inclusion

The Vice President for Diversity, Outreach, and Inclusion holds a subordinate position to the President and reports to the President. The Vice President for Diversity, Outreach, and Inclusion's authority flows from the President. The duties of Vice President for Diversity, Outreach, And Inclusion include: 1) Representing the interests and concepts of minorities and members of other historically marginalized groups within PCA to the Governing Board; 2) Administering the periodic assessment of the representation of members of such groups; 3) Formulating and promoting plans for their recruitment where indicated; 4) Serving as a liaison between members of such groups and the Governing Board; 5) Developing conference programming and events addressing the needs of such groups; 6) Assuring compliance by PCA with laws and regulations relevant to minorities and other protected groups; 7) Organizing trainings/sessions, and distributing materials to provide Governing Board members additional tools and guidance to promote diversity and inclusion; and 8) Serving as the Chair of the Diversity Committee, a standing committee consisting of the Vice President for Diversity, Outreach, and Inclusion and at least two Governing Board Members (including ex officio) appointed by the President.

10.1.4. Term of Office

The term of office for the Vice President for Awards, the Vice President for Programming and Area Chairs, and the Vice President for Diversity, Outreach, and Inclusion is three years. The Vice Presidents assume office at the end of the proximal PCA Annual National Conference. An individual may be nominated again for a second term. After serving two three-year consecutive terms, an individual must have three intervening years before being nominated again.

10.2. Qualifications for the Vice President for Awards, the Vice President for Programming and Area Chairs, and the Vice President of Diversity, Outreach, and Inclusion

To be nominated for these positions, an individual must have been a member in good standing of the PCA for four of the previous seven years prior to their nomination. In addition, the proposed Vice President should have completed at least two years of service with the organization prior to their nomination. Opportunities include service on a PCA committee, such as the Election, Ethics, Diversity, Awards, or Graduate Student Committees; service as an Area Chair or Co-Chair; proposing and running a Special Topics Area for a particular conference; or service on the Governing Board of one of the PCA's regional organizations.

10.3. Replacement of the Vice President for Awards, the Vice President for Programming and Area Chairs, or the Vice President of Diversity, Outreach, and Inclusion

Should the Vice President for Awards, the Vice President for Programming and Area Chairs, or the Vice President of 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.

10.4. Removal of the Vice President for Awards, the Vice President for Programming and Area Chairs, or the Vice President of Diversity, Outreach, and Inclusion

The Vice President for Awards, the Vice President for Programming and Area Chairs or the Vice President of Diversity, Outreach, and Inclusion can be removed with or without cause by a two-thirds (2/3) majority of the voting members of the Governing Board. A two-thirds (2/3) majority of the voting members 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 a 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 two-thirds (2/3) majority must vote affirmatively to declare the position of the specific Vice President to be vacant.

ARTICLE 11. Graduate Student Representative

11.1. Description of Position

The Graduate Student Representative serves as an ex officio, non-voting member of the PCA Governing Board and as a liaison between graduate student members and the Board and represents graduate students' interests and perspectives. The Representative has to be a graduate student in at least the second year of graduate studies at the time of appointment and remain a graduate student during the term of service. The Representative must have been a member of the Association for at least two years and presented at the National Conference.

11.2. Appointment and Term of Office

The Graduate Student Representative is appointed by the majority of the Governing Board on the recommendation of the President, after the President has selected a candidate according to “Application and Selection of Candidate” below. The President will recommend a PCA member in good standing for at least two years. The term of office for the Graduate Student Representative is one year. The Graduate Student Representative will begin their term at the end of the PCA Annual National Conference of the year of the vacancy. Graduate Student Representatives may serve for one year, renewable twice, for a maximum of three years.

11.3. Application and Selection of Candidate

When a vacancy for the position of Graduate Student Representative is to occur, the President will solicit and identify candidates. Candidates may be asked for letters of support from a current PCA member in good standing. The President will consult with the Vice President/President-Elect and then present the selected candidate to the Governing Board for approval when the slate for the elections is determined. If the Governing Board does not approve the candidate, the President will select an alternate candidate to present to the Governing Board for approval.

11.4. General Duties of the Graduate Student Representative

The Graduate Student Representative, as stated above, serves as a liaison between the graduate student members and the Board and represents graduate students’ interests and perspectives. The authority of the Graduate Student Representative flows from the Governing Board. The Graduate Student Representative may also consult with the President and Governing Board members.

The Graduate Student Representative’s duties include the following: 1) Serve as co-chair of the Graduate Committee with the Immediate Past President; 2) In conjunction with the Graduate Committee and the President, plan and host graduate student events at the National Conference to include the Graduate Student and Pre-Professional Mixer; 3) In conjunction with the graduate committee, work on recruiting and retaining graduate student members of the PCA; 4) Attend Board meetings and functions to provide the perspective of a graduate student and newer members of the PCA; 5) Bring forward to the Board the concerns and issues of the graduate student members of the PCA; 6) Serve on Board committees to assist with the development and success of the PCA; 7) Serve as a liaison to the graduate student membership of the Association through social media or other forms of communication; and 8) Perform other duties that may be assigned to the Graduate Student Representative as determined by the Governing Board.

11.5. Replacement of the Graduate Student Representative

Should the Graduate Student Representative decline to serve or be removed with or without cause, the President shall recommend a replacement for approval by the Governing Board, without having to repeat the application process unless so desired by the President.

11.6. Removal of the Graduate Student Representative

The Graduate Student Representative can be removed with or without cause by a two-thirds (2/3) majority of the voting Governing Board. A two-thirds (2/3) majority of the voting members of the Governing Board must articulate in a written document why the Graduate Student Representative should be removed. The Graduate Student Representative will have fourteen days to respond to these charges, sending a 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 two-thirds (2/3) majority must vote affirmatively to declare the position of Graduate Student Representative to be vacant.

ARTICLE 12. Digital Media Director

12.1. Description of Position

The Digital Media Director serves as an ex officio, non-voting member of the PCA Governing Board and as a liaison between the webmaster and the Board. Additionally, the Digital Media Director will oversee the PCA's social media accounts.

12.2. Appointment and Term of Office

The Digital Media Director is appointed by the majority of the Governing Board on the recommendation of the President, after the President has selected a candidate according to 12.3. The President will recommend a PCA member in good standing that meets the qualifications outlined in 12.4. The term of office for the Digital Media Director is three years. The Digital Media Director assumes office at the end of the proximal PCA Annual National conference in the year of the vacancy. Digital Media Directors may serve for two consecutive three-year terms but can be elected for two additional consecutive terms after a minimum of three intervening years.

12.3. Application and Selection of Candidate

When a vacancy for the position of Digital Media Director is to occur, the President will solicit candidates through communication with the entire PCA membership no later than April (preferably to have the vacancy announced at the National Conference) of the year prior to the vacancy. Candidates will email their CV to the President no later than the end of June of the year prior to the vacancy. The President will, through reviewing CVs and, if desired, conducting interviews, select a candidate, from the current pool of candidates, to present to the Governing Board for approval at the mid-year meeting of the year prior to the vacancy. If the Governing Board does not approve the candidate, the President, from the current pool of candidates, will

select an alternate candidate to present to the Governing Board for approval either at the mid-year meeting or via email vote.

12.4. Qualifications for Digital Media Director

To serve as Digital Media Director, an individual must have been a member of the PCA for two of the previous four years. Additionally, an individual must have educational and professional experience and expertise in digital and social media.

12.5. General Duties of the Digital Media Director

The Digital Media Director, as stated in 12.1, serves as a liaison between the webmaster and the Board, coordinates with the Executive Director, and oversees the PCA's social media accounts. The Digital Media Director's duties include the following: 1) Periodically review the PCA website, regarding its information and functioning, and recommend, if needed, updates to the PCA website; 2) Periodically review and, if needed, recommend updates to the PCA social media policy; 3) Educate members of the PCA, who use social media as representatives of the PCA, regarding the PCA social media policy; 4) Maintain a list of and periodically review all of the social media accounts that are used to officially represent the PCA; 5) Coordinate and connect with PCA areas and Regionals via social media accounts; 6) Share pertinent PCA information with PCA members via PCA social media accounts; 7) Share relevant PCA news and CFPs via PCA social media accounts; 8) Respond to questions on and about PCA social media accounts; and 9) Other duties may be assigned to the Digital Media Director as determined by the Governing Board. The authority of the Digital Media Director flows from the Governing Board. The Digital Media Director may also consult with the President and Governing Board members.

12.6. Replacement of the Digital Media Director

Should the Digital Media Director decline to serve or be removed with or without cause, the President shall recommend a replacement for approval by the Governing Board, without having to repeat the application process unless so desired by the President.

12.7. Removal of the Digital Media Director

The Digital Media Director can be removed with or without cause by a two-thirds (2/3) majority of the voting Governing Board. A two-thirds (2/3) majority of the voting members of the Governing Board must articulate in a written document why the Digital Media Director should be removed. The Digital Media Director will have fourteen days to respond to these charges, sending a 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 two-thirds (2/3) majority must vote affirmatively to declare the position of Digital Media Director to be vacant.

ARTICLE 13. Area Chairs

13.1. 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.

13.2. 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.

13.3. 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 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 the 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 14. Treasurer

14.1. 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. The Treasurer assumes office at the end of the proximal PCA 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.

14.2. Qualifications for Treasurer

To serve as Treasurer, an individual must have been a member of the PCA for four of the previous seven years and must also be a current Trustee of the Governing Board as outlined in 4.2.

14.3. General Duties of the Treasurer

The Treasurer is responsible for the fiduciary oversight of the conservation of the PCA operating budget and finances. The Treasurer's particular responsibilities include: 1) Overseeing how monies are spent, authorizing them when required as defined by the Governing Board; 2) Overseeing the Endowment Committee's operating budget and finances; 3) Ensuring that the Officers and Board spend Association monies responsibly and effectively to achieve the stated aims and objectives of the PCA; 4) Ensuring that the Association does not underspend or overspend and that established accounting practices are followed; 5) Reporting the overall financial status of the organization to the Governing Board on a regular basis; and 6) Ensuring that accurate records and supporting documentation are filed and recorded. 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 and Governing Board members.

14.4. Replacement of the Treasurer

Should the Treasurer decline or be unable to serve, be elected to a Vice Presidential position, or be removed with or without cause, the Governing Board shall appoint another Treasurer from among the Trustees of the Governing Board.

14.5. Removal of the Treasurer

The Treasurer can be removed with or without cause by a two-thirds (2/3) majority of the voting members of the Governing Board. A two-thirds (2/3) voting 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 a 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 two-thirds (2/3) majority of the Governing Board must vote affirmatively to declare the position of the Treasurer to be vacant.

ARTICLE 15. Secretary

15.1. Appointment and Term of Office

The Secretary is appointed by the majority of the Governing Board and is a current Trustee of the Governing Board as outlined in 4.2. The term of office for the Secretary is two years. The Secretary assumes office at the end of the proximal PCA Annual National Conference. Secretaries may serve for one two-year term 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.

15.2. Qualifications for Secretary

To serve as Secretary, an individual must have been a member of the PCA for four of the previous seven years and must also be a current Trustee of the Governing Board as outlined in 4.2.

15.3. 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 Governing Board positions and other positions for members within the Association is carried out in the prescribed manner; 3) Keeping a copy of the membership list which is current and up-to-date; and 4) Making sure that the email list is used only for recognized and official business of the PCA. Other duties may be assigned to the Secretary as determined by the Governing Board. The authority of the Secretary flows from the Governing Board.

15.4. Replacement of the Secretary

Should the Secretary decline or be unable to serve, be elected to a Vice-Presidential position, or be removed with or without cause, the Governing Board shall elect another Secretary from the Trustees of the Board.

15.5. Removal of the Secretary

The Secretary can be removed with or without cause by a two-thirds (2/3) majority of the voting members of the Governing Board. A two-thirds (2/3) majority of the voting members 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 a 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 two-thirds (2/3) majority of the Board must vote affirmatively to declare the position of the Secretary to be vacant.

ARTICLE 16. The Governing Board Chair

16.1. 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 as outlined in 4.2. The term of office for the Board Chair is two years. The Board Chair assumes office at the end of the proximal PCA 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.

16.2. Qualifications for Board Chair

To serve as Board Chair, an individual must have been a member of the PCA for four of the seven previous years and must also be a current Trustee of the Governing Board as outlined in 4.2.

16.3. General Duties of the Board Chair

The Board Chair does not vote except in the event to break a tie. The Board Chair is responsible for: 1) Serving as the spokesperson and representative of the Governing Board when authorized to do so by the Governing Board; 2) Handling the management and operation of the Governing Board in a transparent manner; 3) Presenting the directives of the Governing Board to the Officers; 4) Presenting communications from the Officers to the Governing Board in established, regular communications and during Governing Board meetings; and 5) Setting the agenda and presiding over Governing Board meetings.

The authority of the Board Chair flows from the Governing Board. The Board Chair 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).

16.4. Replacement of the Board Chair

Should the Board Chair decline or be unable to serve, be elected to a Vice President position, or be removed with or without cause, the Governing Board shall elect another Board Chair from among the Trustees of the Board as outlined in 4.2 by simple majority.

16.5. Removal of the Board Chair

The Board Chair can be removed with or without cause by a two-thirds (2/3) majority of the voting members of the Governing Board. A two-thirds (2/3) majority of the voting members 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 a 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 two-thirds (2/3) majority must vote affirmatively to declare the position of Board Chair to be vacant.

ARTICLE 17. Past President

17.1. Appointment and Term of Office

The Past President serves a single two-year term of office immediately following a term as President. The Past President assumes office at the end of the proximal PCA Annual National Conference. 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.

17.2. General Duties of the Past President

The Past President serves as an ex officio member of the Board. 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.

ARTICLE 18. PCA Publications

18.1. Publications

The PCA may sponsor journals and other scholarly and professional publications as the Governing Board decides.

18.2. The *Journal of Popular Culture* and *The Journal of American Culture*

The PCA Board shall, in consultation with the approval of the Publisher (Wiley), recommend an 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 and the approval of the Publisher.

ARTICLE 19. Historian

19.1. Description of Position

The PCA Historian serves as an ex officio, non-voting member of the PCA Governing Board.

19.2. Appointment and Term of Office

The PCA Historian is appointed by the majority of the Governing Board on the recommendation of the President, after the President has selected a candidate according to 19.3. The President will recommend a PCA member in good standing that meets the qualification outlined in 19.4. The term of office for the PCA Historian is 5 years. The PCA Historian will begin their term at the end of the PCA Annual National Conference of the year of the vacancy. The PCA Historian may serve for two consecutive five-year terms.

19.3. Application and Selection of Candidate

When a vacancy for the position of PCA Historian is to occur, the President will solicit candidates through communication with the entire PCA membership no later than April

(preferably to have the vacancy announced at the National Conference) of the year prior to the vacancy. Candidates will email their CVs to the President no later than the end of June of the year prior to the vacancy. The President will, through reviewing CVs and, if desired, conducting interviews, select a candidate, from the current pool of candidates, to present to the Governing Board for approval at the mid-year meeting of the year prior to the vacancy. If the Governing Board does not approve the candidate, the President, from the current pool of candidates, will select an alternate candidate to present to the Governing Board for approval either at the mid-year meeting or via email vote.

19.4. Qualifications for PCA Historian

To serve as PCA Historian, an individual must have been a member of the PCA for at least 10 years and served in a leadership position within the organization.

19.5. General Duties of the PCA Historian

The PCA Historian oversees the PCA's archives. The PCA Historian's duties include the following: 1) Preparing, maintaining, updating, and circulating a timeline of significant historical events relevant to PCA; 2) Coordinating a program of oral-history interviews with members of PCA and related organizations; 3) Coordinating efforts to keep important written and electronic documents concerning the history of PCA, ACA, and related entities and activities; 4) Coordinating efforts to acquire relevant historical materials not already held at the BGSU library; 5) Serving as liaison between PCA and the BGSU library on matters pertaining to collection and preservation of materials relevant to the history of popular-culture and American-culture studies; 6) Serving as liaison between PCA and its regional and international affiliates on matters pertaining to the history of the organizations; 7) Advocating for papers, panels, conferences, articles, books, documentaries, web resources, and other research initiatives on the history of popular-culture and American-culture studies; 8) Advocating for awards to recognize outstanding achievements in popular-culture and American-culture preservation and in research on the history of popular-culture and American-culture studies; 9) Preparing a report once a year for the PCA Board; 10) Coordinating efforts to recognize lifetime members or longtime members upon milestone years (10-year member, 20-year member, etc.); and 11) Advocate for preservation of popular-culture materials and of materials pertaining to the history of PCA and related entities and activities.

19.6. Replacement of the PCA Historian

Should the PCA Historian decline to serve or be removed with or without cause, the President shall recommend a replacement for approval by the Governing Board, without having to repeat the application process unless so desired by the President.

19.7. Removal of the PCA Historian

The PCA Historian can be removed with or without cause by a two-thirds (2/3) majority of the

voting Governing Board. A two-thirds (2/3) majority of the voting members of the Governing Board must articulate in a written document as to why the PCA Historian should be removed. The PCA Historian will have fourteen days to respond to these charges, sending a 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 two-thirds (2/3) majority must vote affirmatively to declare the position of PCA Director to be vacant.

ARTICLE 20. Relationship of PCA to the PCA Endowment Committee

20.1. Fiduciary responsibility

The PCA Governing Board has fiduciary responsibility for the PCA Endowment Fund and, as such, the PCA Endowment Committee is a standing committee of the PCA Governing Board and reports to the PCA Governing Board pursuant to the terms of the PCA Endowment Bylaws, attached hereto as Exhibit A.

20.2. Status of the PCA Endowment Committee

The PCA Governing Board delegates administrative responsibility of the PCA Endowment Fund to the PCA Endowment Committee pursuant and subject to the terms of the PCA Endowment Bylaws. The PCA Governing Board, however, must approve the Chair of the Endowment Committee and must approve the PCA Endowment Bylaws and any changes proposed to them by the Endowment Committee.

ARTICLE 21. Amendments to the PCA Bylaws

The Bylaws of the PCA may be amended by an affirmative vote of a simple majority of the Governing Board, provided that such amendment is 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.

APPENDICES

Appendix 1. Whistleblower Policy

It is the intent of the Popular Culture Association (PCA) to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this Policy is to support the organization's goal of legal compliance. The support of all members is necessary to ensure compliance with various laws, regulations, and public policy pertaining to our legal status as a

non-profit organization and as a scholarly association. A member in good standing or a PCA employee is protected from unlawful retaliation only if the member brings the alleged unlawful activity, policy, or practice to the attention of the Governing Board and provides that Board with a reasonable opportunity to investigate and correct the alleged unlawful activity.

PCA will not retaliate against any PCA member or employee who, in good faith, has made a protest or raised a complaint against some practice of illegal activities, or of another individual or entity with whom PCA had a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

PCA and its members will not retaliate against a member or employee who discloses or attempts to disclose to a supervisor, the Governing Board, or a public body any activity, policy, or practice of illegal activities that the member reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.

Appendix 2. Terms and Definitions

Simple Majority

Fifty percent (50%) of the Governing Board's votes plus one vote constitutes a simple majority.

Annual meeting

The annual meeting is a townhall meeting for the members of the PCA, advertised and held each year at the PCA National Conference.

Termination with cause

Termination of an employee of the PCA or Governing Board member for the following reasons: (i) theft or misappropriation of funds or conduct that has an adverse effect on the reputation of the PCA; (ii) conviction of a felony or a crime involving moral turpitude; (iii) material breach of the PCA's written code of conduct, or other material written employment policies, applicable to the employee or Governing Board member; (iv) breach of any written confidentiality, non-competition or non-solicitation covenant between the employee or Governing Board member and the PCA; (v) gross misconduct in the performance of duties; or (vi) intentional refusal or failure to perform the material duties of the employee's or Governing Board member's position.

Termination without cause

Termination of an employee of the PCA or Governing Board member for the convenience of the PCA for any reason other than: (i) theft or misappropriation of funds or conduct that has an adverse effect on the reputation of the PCA; (ii) conviction of a felony or a crime involving moral turpitude; (iii) material breach of the PCA'S written code of conduct, or other material written employment policies, applicable to the employee or Governing Board member; (iv) breach of any written confidentiality, non-competition or non-solicitation covenant between the employee or Governing Board member and the PCA; (v) gross misconduct in the

performance of duties; or (vi) intentional refusal to perform the material duties of the employee's or Governing Board member's position.