

MINUTES OF THE VIRTUAL ZOOM MEETING OF THE GOVERNING BOARD OF THE POPULAR CULTURE ASSOCIATION, Tuesday December 29, 2020, 2:00-4:00 PM Eastern Time (US and Canada)

PCA President Kathy Merlock Jackson/PCA Governing Board Chair David Moody called the meeting to order at 2:02 PM Eastern. Secretary Debbie Phillips did a roll call of members and verified that a quorum was present.

Voting Members Present: Peter Cullen Bryan, Brenda Boudreau, Amie Doughty, Beth Downey, Colin Helb, Helen Lewis, Kathy Merlock Jackson, Sue Matheson, David Moody, Debbie Phillips, David Silverman

Voting Members Absent: Novotny Lawrence, Ashley Donnelly, and Camille McCutcheon

Non-Voting Members Present: Lynn Bartholome, Gary Burns, Colleen Karn, Ann Larabee, Mary Beth Ray, Carl Sederholm, and Philip Simpson

Non-Voting Members Absent: None

Approval of Minutes: Chair, David Moody asked for the approval of the minutes for the November 20, 2020 Virtual Zoom meeting of the PCA Governing Board. The November 20, 2020 minutes were approved unanimously by the voting Board members who were present.

Opening Remarks: PCA President Kathy Merlock Jackson and Chair David Moody welcomed and thanked everyone for attending the meeting. The purpose of the meeting was to discuss revisions in the Popular Culture Association Bylaws. Chair Kathy Merlock Jackson and David Moody set up another meeting for the Governing Board on January 4, 2021 from 11:00 am until 1:00 pm to discuss a new contract with the Boston Marriott, the 2021 conference, and Conference Direct liaison Sheila Yarnell's fees.

Report from the PCA Bylaws Subcommittee: Sue Matheson, Chair of the PCA Bylaws Committee reported that the Bylaws Committee had not met since the last Governing Board Meeting and would continue meeting in early 2021. She presented the recommended changes, updates, and revisions as adopted by the PCA Governing Board February 26, 2019. The amendments and discussion of the PCA Bylaws was initially presented on October 17, 2020 but due to time constraints the Bylaws discussion was postponed until a later date. The purpose of this meeting was to finish the discussion/changes/revisions of the previously tabled Bylaws.

PCA Governing Board Chair David Moody officiated the voting and the discussion of the proposed amendment's updates, revisions, and changes.

Breakdown of the Bylaws Changes:

A motion was made by Sue Matheson and seconded by Kathy Merlock Jackson to change the following article:

Article 5.6a 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 National Conferences.

Article 5.6b 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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by Sue Matheson and seconded by Kathy Merlock Jackson to change the following article.

Article 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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by Sue Matheson and seconded by Kathy Merlock Jackson to change the following article:

Article 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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by David Silverman and seconded by Peter Cullen Bryan to change the following amendment to mirror the language passed in amendment 8.6 (Removal of the President):

Article 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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by Beth Downey and seconded by Helen Lewis to change the following article:

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

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by Sue Matheson and seconded by David Silverman to change the following article:

Article 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 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; 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.

The motion passed: VOTE: 10 Yes; 0 No

Article 10.2 was previously approved but for informational purposes it is restated as follows:

Article 10.2 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 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.

A motion was made by Sue Matheson and seconded by David Silverman to change the following article:

Article 10.4 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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by David Silverman and seconded by Colin Helb to change the following article to mirror the language passed in Article 8.6 (Removal of the President):

Article 10.5 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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by David Silverman and seconded by Helen Lewis to change the following article:

Article 11.6 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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by David Silverman and seconded by Helen Lewis to change the following article to mirror the changes of Article 8.6 (Removal of the President).

Article 11.7 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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by Sue Matheson and seconded by Kathy Merlock Jackson for the following article:

Article 13.1 Appointment and Term of Office: The Treasurer is appointed by the majority 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 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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by Sue Matheson and seconded by Beth Downey to change the following article:

Article 13.2 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 member of the Governing Board as outlined in 4.2.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by Beth Downey and seconded by David Silverman for the following article:

Article 13.4 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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by Beth Downey and seconded by David Silverman for the following article:

Article 13.4.1 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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by David Silverman and seconded by Helen Lewis to change the following articles to mirror the language of the previous similar articles regarding appointment, term of office, qualifications, replacement and removal.

Article 14.1 Appointment and Term of Office: The Secretary is appointed by the majority of the Governing Board and is a current Trustee At Large 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 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.

The motion passed: VOTE: 10 Yes; 0 No

Article 14.2 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 at Large of the Governing Board as outlined in 4.2.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by Kathy Merlock Jackson and seconded by Sue Matheson for the following article:

Article 14.4 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 At Large of the Board.

The motion passed: VOTE: 10 Yes; 0 No

Article 14.5 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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by David Silverman and seconded by Helen Lewis to change the following articles to mirror the language of the similar articles regarding appointment, term of office, qualifications, replacement, and removal for the following article:

Article 15.1 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 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.

The motion passed: VOTE: 10 Yes; 0 No

Article 15.2 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.

The motion passed: VOTE: 10 Yes; 0 No

Article 15.4 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 At Large of the Board as outlined in 4.2 by simple majority.

The motion passed: VOTE: 10 Yes; 0 No

Article 15.4.1 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 off Board Chair to be vacant.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by Beth Downey and seconded by Kathy Merlock Jackson for the following article:

Article 17.2 *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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by David Silverman and seconded by Colin Helb to change the following amendment to reflect the earlier language used in describing PCA officers' removal:

Article 18.12 Removal of the Executive Director: The Executive Director 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 ED should be removed. The Executive 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 of the Board must vote affirmatively to declare the position of the Executive Director to be vacant.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by David Silverman and seconded by Beth Downey for the following article:

Article 19.1. 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.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by David Silverman and seconded by Beth Downey for the following article:

Article 19.2. Status of the PCA Endowment Board: 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 Board and must approve the PCA Endowment Bylaws and any changes proposed to them by the Endowment Board.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by Helen Lewis and seconded by David Silverman for the following articles:

Exhibit A

PCA Endowment Bylaws

2.1. Purposes: The PCA Endowment Fund is to be used by the PCA Endowment Committee to 1) to develop and sponsor initiatives that encourage scholarship and promote the dissemination of knowledge and new perspectives in the study of popular and American culture; 2) to stimulate and support the internationalization of the fields of popular and American culture, broadly and inclusively conceived; 3) to encourage the collection and preservation of cultural artifacts needed by scholars and historians for study; 4) to increase professional recognition and public visibility of the Popular Culture Association and to enhance the members' roles and public scholars connected to society and culture; and 5) to act as a safety net should the PCA face exigencies.

The motion passed: VOTE: 10 Yes; 0 No

A motion was made by Kathy Merlock Jackson and seconded by Sue Matheson for the following amendment:

Closing Remarks/Other Business: Colleen Karn informed the Governing Board that she would like to add a section to the PCA Bylaws that explains the duties of the Graduate Representative. She will be contacting the Bylaws Committee with a description of the Graduate Representatives' duties for consideration and forwarding to the Governing Board.

David Silverman made a motion for the PCA to send a \$300 donation to the JCHS Minority Alumni Scholarship Fund to honor the parents of Novotny Lawrence, who passed away unexpectedly during the Winter Break from COVID-19. The motion was seconded by Beth Downey. The Governing Board unanimously approved the motion.

Lynn Bartholome discussed issues with the upcoming audit of the Popular Culture Association. She also was encouraged by the increase in the lifetime membership submissions.

The next Governing Board meeting was scheduled for January 4, 2020 from 11 am until 1 pm Eastern Time. Lynn Bartholome announced that she would send out information packets for the members to view prior to the Monday January 4th meeting.

Chair, David Moody officially adjourned the meeting at 4:51 PM.
Respectfully Submitted,

Debbie Phillips
PCA Secretary