



**Minutes of the virtual Zoom meeting of the Governing Board of the Popular Culture Association, August 12, 2022, 5:00-7:30 PM Eastern Time (US and Canada).**

Chair Colleen Karn and President Sue Matheson called the meeting to order at 5:04 pm; Secretary Beth Downey called the roll and confirmed the existence of a quorum.

**Voting members present:** Sue Matheson (President), Sherry Ginn (VP/President-Elect), Nicole Freim (VP Area Chairs), Brenda Boudreau (VP Awards), Novotny Lawrence (VP Diversity), Debbie Phillips, Robin Reid, Jen Atkins, Peter Cullen Bryan, Colin Helb (Treasurer), David Moody, Beth Downey (Secretary), Colleen Karn (Chair)

**Voting members absent:** Tiffany Weaver

**Non-voting members present:** Kathy Merlock Jackson, Phil Simpson, Gary Burns, Carl Sederholm

**Non-voting members absent:** Melissa Vosen Callens, Lily Kunda, Lynn Bartholome (Leave of Absence)

**Remarks from PCA attorney Joelle Khouzam:** Joelle discussed the legal and fiduciary duties of a non-profit organization (in Ohio, but most states are similar) and clarified what confidentiality and liability rules mean.

- Nonprofits have to be registered with the Secretary of State's Office, and the charter's "Statement of Continued Existence" must be renewed every five years (otherwise someone could swoop in and claim *their* organization is the new PCA). With that charter, the IRS then grants us tax-exempt status (Form 990 gathers information for the IRS, promotes compliance, and can be used by nonprofits to educate the general public about their purpose and programs)
- State law states a non-profit only needs a president, secretary, and treasurer; everything else is optional. But if you DO have other officers then those duties should be spelled out. Boards are governed by bylaws, intended to be simple and high-level, but can dictate frequency of elections, rules re: voting, meeting logistics, etc. The Board can act without a meeting; in rare cases, there should be unanimous consent. Committees are only advisory; they may make recommendations, but the board has the final decision.
- Directors oversee the state and federal activity of the non-profit, and they are to have certain fiduciary responsibilities/duties which include Duty of Care, Duty of Loyalty, Duty of Compliance, and Duty to Manage Accounts (the Ohio AG's office publishes guidance). Directors can be held liable if they are in breach of fiduciary duties, but there is a high standard of protections: if someone makes an accusation, they have to prove by "clear and convincing" evidence. There is also the "Business Judgment Rule," or the rebuttable presumption that the organization is better equipped than a court to know what's best for the organization. We have Directors and Officers Insurance (D&O) that provides protection
- Re: confidentiality... unless there's a plan to share with the membership, it should be assumed that most things in the Board's meetings are confidential.

**Meeting Expectations:** Christine Hilgert and Beth Chitnis introduced themselves and their organization which will be doing the day-to-day management of the Association's business. They will be setting up our team and learning more about our organization during the transition. Beth C. will set up a meeting call with Sue next week.

**Approval of July 20, 2022 Minutes:** Brenda moved to approve minutes; Sue seconded. Discussion followed. After edits, Brenda moved that we approve the amended minutes with changes; Novotny seconded. Minutes approved unanimously by hand vote.

**Cost-Cutting Proposal:** Sue proposed 1) reducing the size of the board from 22 to 16 members; 2) made up of 14 voting members (5 officers, 6 trustees, and 3 ex-officio members, as well as 2 non-voting journal editors), 3) having Wiley cover the travel funds of journal editors, 4) cut the board make up over a six-year schedule, 5) using board members to work registration instead of hiring graduate students, and 6) investigate the penalties for predicted money-losing conferences and look at cost-saving remedies.

Colin asked if Sue had assessed how much this proposal would actually save. Sue thought Colin would figure it out as treasurer; Colin doesn't believe this plan would work and thinks we should refocus the positions we have. For example: instead of having numerous "vice presidents" of Area Chairs, Diversity, and Awards, could we have directors or committee chairs? Novotny: In proposing, do we know WHY there was a need for so many board members way back when? We seem to have formed a lot of ad hoc committees. Reducing the total number of board members could mean fewer board members doing MORE work. Gary and Kathy could bring that to the November meeting. It was explained that funding board members' travel was done because otherwise some board members couldn't afford to come to meetings. Robin suggests some of these responsibilities can be taken by Meeting Expectations (like the media director's operations of the social media accounts).

#### **President's Report:**

- Sue thanked Novotny for his service as he steps down as VP of Diversity in order to be Editor of JPC, and will bring a recommendation to the board in two weeks re: his replacement.
- Meeting Expectations will be onboarding in the coming weeks as we prepare for San Antonio, and RebelMouse will follow pending the Board's vote.
- Standing and ad hoc committees have been populated; two ad hoc committees, Event Management and Next Steps, have completed their work.
- Sue has received emails from members, both those who will not be able to attend in person and those looking forward to coming to the conference. Those unable to attend asked about online options and Sue will be in touch when the Board has made a decision.
- Sue received an email from Casey Hoeve regarding the Board's review and vote on the most recent bylaws changes, and asked the Board how to respond to his concerns. Sherry's response to Casey is to refer back to the bylaws and meeting minutes that are posted on the website.

**RebelMouse Contract:** Joelle looked at the contract, and with Sue and Colin hashing out the latest amendments it looks good. But they wanted the contract period to be either one, three, or five years, not two. We negotiated three years; that length of contract actually saves us

\$4,000.00 a year, and the costs are locked in. The idea is to get contracts signed and turn keys to the website over on Monday. Colin moved that we sign the contract for a three year term with RebelMouse. Novotny seconded. Robin wants assurance that this will not delay the Call For Papers going out. Colleen called the vote; with nine voting yes, the motion passed.

#### **Area Chairs:**

Nicole moved to approve the list of eight nominated co-chairs; Sherry seconded. Colleen opened the discussion. All of the nominated chairs/co-chairs were requested and approved by current chairs. Colleen called the vote; motion passed unanimously.

#### **Special Topics:**

**1) “Animals and Popular Culture.”** This area suggestion was originally proposed by Kathy. Nicole moved to approve, Debbie seconded. Discussion followed; Kathy explained that the area would cover the boom in popular culture re: animals both real and animated. Colleen called the vote; motion passed unanimously.

**2) “Science and Religion in Popular Culture.”** Nicole moved to approve, Beth seconded, and discussion followed. One issue is overlap; there are two existing areas for both (Science and Popular Culture, Religion and Popular Culture), each has had between 3-5 panels in past conferences. Sherry considers a motion to try out for a year, but this could mean three areas with fewer papers each. We do not know if this is in response to issues in the existing areas. While redundant on the surface, this could be unique; having this interdisciplinary group may prevent gatekeeping that sometimes happens in this science vs. religion split. Colleen called the vote: motion passed unanimously.

**3) “True Crime.”** Nicole moved to approve the True Crime area; Novotny seconds. Discussion ensued, mostly positive. True crime has become increasingly popular, both the actual true crime in podcasts, books, tv shows (*48 Hours*, *Dateline*) and whole channels (ID Discovery, HLN), as well as fictionalized true crime (*Only Murders In The Building*). Also covers social justice which would be a great topic for San Antonio (*In the Dark* podcast/Curtis Flowers). Colleen called the vote; motion passed unanimously.

Nicole moved to approve the slate of nine **new** area chairs; Npvtotny seconded. Discussion followed, motion passed, 9-0.

**bell hooks Award:** Novotny provided a description and qualifications for the new award (what would appear in the announcement to the membership), but did not bring a motion; the finalized motion will be put up to an email vote.

**Historian’s Term:** Bylaws currently say it’s a five year term, with the allowance to serve two terms consecutively; Gary was first appointed in 2017. Sherry moved that Gary’s second term began at the 2022 conference and will conclude in 2027. Colleen called the vote; the motion passed unanimously with an 8-0 vote as one board member had to leave early.

**Code of Conduct:** Brenda, Jen, Nicole, and Sherry made up this ad-hoc committee, codifying the Code of Conduct and developing consequences for violations. We will vote on this in September. Consequences may range from a ban from presenting in a particular area all the way to expulsion from PCA. Also there is a possibility of forming an Ethics Committee, including non-board members. They hope it’s the kind of committee that doesn’t actually have to meet unless warranted.



**Bylaws:** Sherry brought forward the revised bylaws re: **Article 7. Operations of Elections.** The proposed bylaws lay out the establishment of the Elections Committee and their duties, nominating procedures, diversity and inclusivity, voting procedures including ranked choice, and contingencies for when a conference is canceled or postponed. Sue had concerns re: qualifications and terms of office. Colleen will send out emails calling for an electronic vote.

**2023 National Conference:** Sue provided a speakers list, and asked the Board to rank them in an e-vote.

Conference Committee: Peter reported that they have met twice, formed five subcommittees, including one to examine the offering of a hybrid component. Progress is being made, but there is nothing specific to report except moving forward. Overall they feel better about San Antonio. Nicole has been looking into an online component (this goes with Peter's update), exploring ways to offer hybrid. This is now an issue of equity, inclusion, and accessibility. Options include offering through the Summer institutes, or making every other year a hybrid conference? May not be able to do San Antonio but definitely for future conferences. Sue will do the walk through with Meeting Expectations in September. We *must* have a decision on a hybrid option by the start of October.

**Colleen moved into Executive Session at 6:47 pm, Beth seconded.** Next steps committee made their report at that time. At 8:00 pm. Sherry moved that we leave Executive Session, Colleen seconded, and motion was approved.

**Sherry moved to adjourn the meeting; Peter seconded. Meeting was adjourned at 8:00 pm.**

Humbly submitted,

Beth Downey  
PCA Secretary