

Bylaws of the Popular Culture Association

PCA Code of Regulations (“Bylaws”) as revised and adopted by the PCA Governing Board on December 29, 2020

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. Members

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:

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

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

3.4 Notice of Meeting:

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

3.3 Quorum and Manner of Action

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

3.4 Action Without Meeting:

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

3.5 Voting:

- a) Each member shall be entitled, in person or by proxy, to one vote on each matter to be voted upon by the members, except that each member may vote for the number of Governing Board 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.
- b) At any meeting of the members, any member who is entitled to attend and to execute consents or waivers, may be represented at such meeting, and execute such consents or waivers, and exercise any of his or her other rights, by proxy or proxies appointed by a writing signed by such person. 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 Operational Structure (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-two Members of the PCA, fourteen voting members and eight 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 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.

4.5 Ex officio members of the Governing Board: The eight non-voting ex officio members of the Governing Board shall include the Past President, PCA Endowment Committee Chair, PCA Archivist, PCA Digital Media Director, JAC editor, JPC editor, PCA Graduate Representative, and PCA Executive Director.

4.6 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, the President and/or Board Chair may call a virtual meeting to deal with specific issues. These meetings need not be open to the general members.

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

5.5 Remuneration for PCA 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 mid-year meeting. They will be reimbursed for the cost of room,

board, registration, and travel. For midyear meetings, the cost of room, board, and travel will be covered. Ex-officio members will receive the same financial compensation as the 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 already been paid are responsible for reimbursing the PCA, except in cases of emergency. The Governing Board may define 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 National Conferences.

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 Nominating Committee, composed of three members chosen from the voting members of the Governing Board, will select the slate of individuals to present to the entire Governing Board for approval prior to submitting the list to the Secretary for the ballot. The Nominating Committee will select two candidates for each position to be filled. 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 slate of nominations should be inclusive and diverse (with reference to Article 2), as well as candidates from graduate institutions, four-year schools, community colleges and practitioners. All nominations will be approved by a simple majority of the Governing Board.

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

5.9 Replacement of Governing Board Members: Should a Governing Board Member decline to serve, 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 Board: The Governing Board of the PCA shall oversee the PCA Endowment Board in accordance with Article 18 of these Bylaws and the Bylaws of the PCA Endowment Board, 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. Nominating Committee

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

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

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

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

7.2 Voting Procedure: The election of officers of PCA 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 nominated by the Nominating Committee and a provision for write-in votes. The ballots will be sent to the members at least twenty-one (21) days prior to the Annual National Conference and voting will close on the fourteenth (14th) day prior to the Annual National Conference. The voting procedure shall be facilitated by the Executive Director and the Governing Board President shall appoint a group of no fewer than three (3) PCA members to count the ballots and notify Governing Board President of the results

of the election. The Governing Board President or his/her designee will notify the membership of the results of the election as soon as practicable. If a member cannot vote electronically, a provision will be made to allow the member to vote by mail.

ARTICLE 8. President

8.1 Duties of the President of the PCA: 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 Executive Director, Governing Board, and Endowment Board 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. Presidents assume office at the end of the 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 his/her election to Vice President/ President-Elect.

8.5. Replacement of the President: Should the President decline to serve or be removed from office, the Vice President/President-Elect shall assume the office of President and appoint one of the Board members to serve as Vice President/President-Elect until another election can be held. The individual shall serve the remainder of the term of the removed President and shall begin 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.

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

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

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 Area Chairs, and the Vice President of Diversity, Outreach, and Inclusion: To be nominated for these positions, an individual must have been a member of the PCA for four of the previous seven years.

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. Digital Media Director

11.1 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.

11.2 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 11.3. The President will recommend a PCA member in good standing that meets the qualifications outlined in 11.4. The term of office for the Digital Media Director is three years. The Digital Media Director will begin their term at the end of the PCA Annual National Conference of 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.

11.3 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. Approved.

11.4 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. Approved.

11.5 General Duties of the Digital Media Director: The Digital Media Director, as stated in 11.1, 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 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, Governing Board members, or the Executive Director. Approved.

11.6 Replacement of the Digital Media Director: 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.

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.

ARTICLE 12. Area Chairs

12.1 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

12.2 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.

12.3 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 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 Area Chairs will initiate a broader call for nominations and applications. In that case, the applications shall be reviewed by Vice President of Area Chairs, and in consultation with the President and Governing Board, he/she will appoint a new area chair.

ARTICLE 13. Treasurer

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.

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 Trustee of the Governing Board as outlined in 4.2.

13.3 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 Board'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 under-spend or over-spend and that established accounting practices are followed; 5) Reporting the overall financial status of the organization to the Governing Board on a regular basis; 6) Ensuring that accurate records and supporting documentation are filed and recorded. Other duties may be assigned to the Treasurer as determined by the Governing Board. The authority of the Treasurer flows from the Governing Board. The Treasurer may also consult with the President, Governing Board members, or the Executive Director.

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.

13.5 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 14. Secretary

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.

14.2 Qualifications for Secretary: 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.

14.3 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 in consultation with the Executive Director; 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.

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.

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.

ARTICLE 15. The Governing Board Chair

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.

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.

15.3 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 and Executive Director; 4) Presenting communications from the Officers and Executive Director to the Governing Board in established, regular communications and during Governing Board meetings; 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).

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.

15.5 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 off Board Chair to be vacant.

ARTICLE 16. Past President

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

16.2 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 17. PCA Publications

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

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.

ARTICLE 18. Executive Director

18.1 General duties of the Executive Director: The duties and responsibilities of the Executive Director (“ED”) include: 1) Implementing the policies as developed by the Governing Board as they relate to the annual conference and finances; 2) Planning all conferences and events and serving as the primary liaison between and advocate for the PCA to the hotel during all conferences; 3) Assuming responsibility for fiscal matters as directed by the Governing Board and the Treasurer; 4) Working with and under the direction of the Treasurer, to prepare a financial report of the previous year for the Governing Board at the annual meeting; 5) Performing the clerical and administrative work of the Endowment; 6) Providing on the PCA website an account of the Governing Board’s initiatives and accomplishments; and 7) any other duties as assigned by the President or Governing Board.

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

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

Coordinating AV and Internet access at the annual conference; 14) Arranging catering for the annual conference; 15) Creating and maintaining a database management and conference registration system.

18.4 Other Administrative Duties: The ED shall assume responsibility for fiscal matters as directed by the Governing Board and the Treasurer. This includes, but is not limited to: 1) Ensuring accounting responsibilities are completed in a systematic, logical, and legal manner; 2) Under the direction of the Treasurer, reporting all monthly expenditures to the Governing Board; 3) Assisting the Treasurer in the opening of financial books on the first day of the fiscal year; 4) In coordination with the Treasurer, presenting the financial report at the mid-year and annual Board meetings; 5) Assisting in the arrangement of annual financial audits coinciding with the end of the fiscal year; 6) In coordination with the Director of the Endowment, overseeing all restricted monies due the PCA; 7) Receiving lists of awards and award recipients and signing award checks; 8) Ensuring that all awards and certificates are prepared by the Vice President for Awards; 9) Preparing and signing and/or co-signing all checks, including payroll checks to a limit of \$5000 (amounts over \$5000 must be signed and/or co-signed by the Treasurer; 10) Traveling, with the approval of the Governing Board, to designated conferences to serve as an ambassador for PCA; 11) With input from the Treasurer, hiring a professional accountant and payroll provider; 12) Serving as a liaison between the PCA and associated journal publishers (Wiley); 13) For any contracts over \$10,000, soliciting multiple bids for consideration. The authority of the Executive Director flows from the Governing Board with fiscal oversight by the Treasurer.

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

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

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

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

18.9 Remuneration of Staff: Staff remuneration will be set by the Executive Director and

is subject to approval by the Governing Board.

18.10 Selection of the Executive Director: The Governing Board shall have the task of conducting the search for an Executive Director. The search will be conducted in an open manner with adherence to applicable employment laws. After completion of the interview process, the Governing Board may 1) accept a candidate's nomination, 2) ask for more candidates or clarifications, or 3) reject the recommendations. If the Governing Board accepts a candidate's nomination, the Governing Board will then designate a Board member to conduct final negotiations with the individual concerning conditions of employment. The Governing Board designee may be the Board Chair, the President, or another Board member.

18.11 Replacement of the Executive Director: Should the Executive Director decline to serve or be removed with or without cause, the Governing Board will meet immediately and select an interim Executive Director. This individual may be a Governing Board member or another officer of the PCA. During this transitional period, the selected interim ED may not vote as a Governing Board member. The search should commence as soon as practicable for a new, permanent Executive Director.

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.

ARTICLE 19. Relationship of PCA to the PCA Endowment Committee

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.

19.2 Status of the PCA Endowment Committee: The PCA Governing Board delegates administrative responsibility of the PCA Endowment Fund to the PCA Endowment Board 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.

ARTICLE 20. 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. The Governing Board can also decide, by majority vote, to send amendment(s) to Members in good standing for a binding vote.

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 –50% of the Governing Board's votes plus one vote constitutes a simple majority.