

MINUTES OF THE VIRTUAL MEETING OF THE GOVERNING BOARD OF THE
POPULAR CULTURE ASSOCIATION, Friday, July 17, 2020.

PCA President Kathy Merlock Jackson/ PCA Governing Board Chair David Moody called the meeting to order at 3:07 PM Eastern. Due to a discrepancy in the updated list of participants, Kathy Merlock Jackson filled in for Secretary Debbie Phillips and did a roll call of members and verified that a quorum had been attained.

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

Voting Members Absent: None

Non-Voting Members Present: Lynn Bartholome, Gary Burns, Ann Larabee, Carl Sederholm, Philip Simpson

Non-Voting Members Absent: Colleen Karn

Opening Remarks: PCA President Kathy Merlock Jackson welcomed everyone to the meeting and then reported on the results of the PCA membership vote regarding the Police Brutality Statement and the Academic Freedom Statement which were to be posted on the PCA website. She reported that the Police Brutality Statement was approved by the PCA membership with about 98 percent in favor of including the statement on the PCA website.

Unfinished Business: Kathy Merlock Jackson explained that the Academic Freedom Statement passed with 90 percent in favor and 10 percent against the statement. She explained there had been some disagreement over the Academic Freedom Statement because some members felt that the statement could be misconstrued as a statement that supports hate speech. The Governing Board discussed the pros and cons of posting the Academic Freedom Statement on the website. A motion was made to table the posting of the Academic Freedom Statement on the PCA website until a town hall meeting could be held at the Boston 2021 Conference. An individual roll call vote was taken by Secretary Debbie Phillips.

The results were: 10 against; 2 for; 1 abstention

Therefore, it was agreed by the PCA Governing Board that the Academic Freedom Statement would be posted on the PCA webpage. A friendly but unofficial amendment to the statement was suggested to appear with the Academic Freedom Statement which explains the history and process of the statement's development.

New Business: Kathy Merlock Jackson and Lynn Bartholome led the discussion about the possibility of changing the current date of the PCA 2021 Conference which is tentatively set as March 31-April 4 to a later date in order to allow more time for the possibility of the development of a COVID-19 vaccine or a decline in the number of cases. Kathy Merlock Jackson said she would discuss this at a later date with the Governing Board pending further discussion with the Boston Marriott.

Report from the PCA Bylaws Subcommittee:

Sue Matheson, Chair of the PCA Bylaws Committee presented the recommended changes, updates, and revisions as adopted by the PCA Governing Board February 26, 2019 and amended by the Bylaws Committee March 12, 2020. The Bylaws Committee met three times and consulted with Mike Marsden about the Endowment 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 Kathy Merlock Jackson and seconded by Sue Matheson to change the following article.

Article 4.1a Governance: The PCA will be governed by the Governing Board.

The motion passed: VOTE: 13 Yes; 0 No

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

Article 4.1b Composition of the PCA Governing Board: The Governing Board, composed of fifteen Members of the PCA, shall include the President; Vice President Elect; Vice President for Awards; Vice President for Programming and Area Chairs; Vice President for Diversity, Outreach, and Inclusion; and nine Trustees at Large. The Board's positions of Treasurer, Secretary, and Board Chair shall be fulfilled by individuals elected from the Board's Trustees at Large.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes; 0 No

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

Article 5.6 Governing Board Term of Office: The Governing Board members elected just prior to the National Conference (pursuant to the procedure described in Article 7 hereof) will assume office at the end of the proximal PCA National Conference. Board members 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. 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 was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

Article 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 could 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.

The motion passed. VOTE: 13 Yes; 0 No

A motion was made by Kathy Merlock Jackson and seconded by Sue Matheson 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 majority of the Governing Board. A super majority 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 his/her 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 majority must vote affirmatively to declare the position of President to be vacant.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes; 0 No

A motion was made by Kathy Merlock Jackson and seconded by Sue Matheson 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 in the event the President is unable to perform his/her 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; 6) Preparing to be President; and 8) Serving as the Chair of the Bylaws Committee, a standing committee consisting of the Vice President/PresidentElect, Past President and at least two Governing Board Members (including ex-officio) appointed by the President.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

Article 9.6 Removal of the Vice President/President-Elect: The Vice President/PresidentElect can be removed with or without cause by a two thirds majority of the Governing Board. A super majority of the Governing Board must articulate in a written document why the Vice President/President-Elect should be removed. The Vice President/PresidentElect will have fourteen days to respond to these charges, sending his/her 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 majority must vote affirmatively to declare the position of Vice President/PresidentElect to be vacant.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

Article 10.1 Duties of the Vice Presidents for Awards, for Programming and Area Chairs, and for Diversity:

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

A motion was made by Kathy Merlock Jackson and seconded by Sue Matheson 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 duties of the Vice President for Diversity, Outreach, and Inclusion include: 1) Representing the interests and concerns 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 7) 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 was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

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 one three-year term only. The Vice Presidents assume office at the end of the PCA Annual National Conference. An individual may be nominated again for a second term following three intervening years after leaving the position.

The motion passed. VOTE: 13 Yes, 0 No

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

Article 10.3 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 of the PCA for four of the previous seven years.

The motion passed. VOTE: 13 Yes, 0 No

A motion was made by Kathy Merlock Jackson and seconded by Sue Matheson 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 for 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 was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

Article 10.5 Removal of the Vice President for Awards, the Vice President for Programming and Area Chairs, or the Vice President for Diversity, Outreach, and Inclusion: The Vice President for Awards, the Vice President for Programming, or the Vice President for Diversity, Outreach, and Inclusion can be removed with or without cause by a two thirds majority of the Governing Board. A super majority 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 his/her 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 majority of the Board must vote affirmatively to declare the position of the specific Vice President to be vacant.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

Article 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.

The motion passed. VOTE: 13 Yes, 0 NO

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

Article 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 his/her term at the end of the PCA Annual National Conference of the year of 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.

The motion passed. VOTE 13 yes, 0 No

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

Article 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.

The motion passed. VOTE: 13 Yes, 0 No

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

Article 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 years of the previous four years. Additionally, an individual must have educational and professional experience and expertise in digital and social media.

The motion passed. VOTE: 13 Yes, 0 No

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

Article 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.

The motion passed. VOTE: 13 Yes, 0 No

A motion was made by Kathy Merlock Jackson and seconded by Sue Matheson for 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 was sent back to the Bylaws Committee. VOTE: 13 yes, 0 No

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

11.7 Removal of the Digital Media Director: The Digital Media Director can be removed with or without cause by a two thirds majority of the Governing Board. A super majority 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 his/her 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 majority of the Board must vote affirmatively to declare the position of the Digital Media Director to be vacant.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

A motion was made by Kathy Merlock Jackson and seconded by Sue Matheson 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: 13 Yes, 0 No

A motion was made by Kathy Merlock Jackson and seconded by Sue Matheson for 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.

The motion was sent back to the Bylaws Committee. VOTE: 13 yes, 0 No

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

Article 13.3 General Duties of the Treasurer: The Treasurer is responsible for 1) Fiduciary oversight of the conservation of the PCA operating budget and finances; 2) Oversight of how monies are spent, authorizing them when required as defined by the Governing Board; 3) Oversight of the Endowment Board; 4) Ensuring that the Officers and Board spend association monies responsibly and effectively to achieve the stated aims and objectives of the PCA; 5) Ensuring that the association does not under-spend or over-spend and that established accounting practices are followed; 6) Reporting the overall financial status of the organization to the Governing Board on a regular basis; 7) Ensuring that accurate records and supporting documentation are filed and recorded; 8) 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.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

Article 13.4 Replacement of the Treasurer: Should the Treasurer decline to serve or be removed with or without cause, the Governing Board shall choose another Treasurer from among the members of the Board.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

Article 13.4.1 Removal of the Treasurer: The Treasurer can be removed with or without cause by a majority of the Governing Board. A 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 his/her 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 simple majority must vote affirmatively to declare the position of the Treasurer to be vacant.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

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 only 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: 13 Yes, 0 No

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

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: 13 Yes, 0 No

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

Article 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.

The motion passed. VOTE 13 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 was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

Article 14.5 Removal of the Secretary: The Secretary can be removed with or without cause by a two thirds majority of the Governing Board. A super majority 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 his/her 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 majority of the Board must vote affirmatively to declare the position of the Secretary to be vacant.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

A motion was made by Kathy Merlock Jackson and seconded by Sue Matheson 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 was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

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 At Large of the Governing Board as outlined in 4.2

The motion passed. VOTE: 13 Yes, 0 No

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

Article 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).

The motion passed. VOTE: 13 Yes, 0 No

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

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 was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

Article 18.12 Removal of the Executive Director: The Executive Director can be removed with or without cause by a two thirds majority of the Governing Board. A super majority 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 his/her response to the Secretary, who will have fourteen days to respond to these charges, sending his/her 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 majority of the Board must vote affirmatively to declare the position of the Executive Director to be vacant.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

Article 19.1. Fiduciary responsibility: The PCA Governing Board has fiduciary responsibility for the PCA Endowment and, as such, the PCA Endowment Board 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 was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

A motion was made by Kathy Merlock Jackson and seconded by Sue Matheson 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 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.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

Appendix 2. Terms and Definitions

Simple majority—50 percent of the Governing Board’s votes plus one vote constitutes a simple majority

Super majority—two thirds of the Governing Board’s votes constitutes a super majority

The motion passed. VOTE: 13 Yes, 0 No

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

Exhibit A

PCA Endowment Bylaws

2.1. Purposes: The purposes of the PCA Endowment Fund are 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 sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

2.3. The Endowment shall cover the losses of a National Conference in the event of exigency and if the following conditions are satisfied:

- 1. The Executive Director shall come to the Governing Board with a financial report (prepared with the oversight of the Governing Board Treasurer) to request funds to cover a major shortage following a National Conference.**
- 2. The Executive Director shall also demonstrate that exigency causing the shortage has indeed occurred.**
- 3. The Board must make quorum to vote on this issue**
- 4. Two thirds majority of a quorum vote (a super majority) would be needed for a resolution of this nature to pass**
- 5. If such a resolution passes, before any money is requested from the principal, interest from the principal would be the first step in adjusting the amount requested**

The motion passed. VOTE: 13 Yes, 0 No

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

3.2.1. The Endowment Fund Committee will be composed of eight (8) members with voting privileges. They shall be 1) the President of the PCA, 2) the Vice President/President Elect of the PCA, 3) the Chairperson of the PCA Endowment Fund Committee, and 4) five appointed individuals (see Section 3.2.2 below). The Executive Director will sit as an exofficio member without a vote on the Endowment Committee.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

3.2.2. The Chair of the Endowment Committee will vote only in the event of a tie.

The motion passed. VOTE: 13 Yes, 0 No

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

3.2.3. The appointed members shall be chosen by a committee composed of 1) the President of the PCA, 2) the Vice President/President Elect of the PCA, and 3) the Chairperson of the PCA Endowment Fund Committee. The term of office will be three

years with reappointment of three years being possible. Before any individual serves a third term, a hiatus of three years is required.

The motion passed. VOTE: 13 Yes, 0 No

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

3.3. Subject to the oversight of the Governing Board's Treasurer and the Governing Board, the Executive Director of the PCA will handle the day-to-day operations of the Endowment Fund. Subject to the oversight of the Governing Board's Treasurer and the Governing Board, the Executive Director will be responsible for the investments of the Endowment Fund and will perform this function in consultation with the Governing Board's Treasurer, the Governing Board, the Chairperson of the Endowment Fund Committee, and the Vice President/President Elect of the PCA

The motion passed. VOTE: 13 Yes; 0 No

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

6.1. Selection of the Chairperson of the Endowment Fund Committee. The Chairperson shall be selected by the Endowment Fund Committee, which may choose to appoint a subcommittee to perform this task. The Endowment Fund Committee must ultimately vote affirmatively for an individual to become Chairperson. To become the Chairperson of the Endowment Fund Committee this individual must be approved by the PCA Governing Board

The motion passed. VOTE: 13 Yes, 0 No

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

6.2. Duties of the Chairperson of the Endowment Committee. The Chairperson will 1) reside at Endowment Fund Committee meetings; 2) advise the Executive Director and the PCA Board Treasurer when requested on matters relating to the financial welfare of the Endowment Fund; 3) ensure that fundraising be a continuing process; 4) encourage professionalism in all the grants in the Endowment Fund; and 5) request The Executive Director, with the Oversight of the PCA Board Treasurer, make a yearly financial

statement that must be distributed in a timely manner to the rest of the Endowment Committee and be published in the annual PCA Conference program.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

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

6.5 Replacement of the Chairperson. Should the Chairperson decline to serve, be unable to serve, or have been removed, the President of the PCA and the Governing Board members will elect a new Chairperson of the Endowment Fund Committee from among the remaining members of the Endowment Fund Committee.

The motion passed. VOTE: 13 Yes, 0 No

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

7.2 Replacement of Endowment Committee Members. Should it become necessary, the President of the PCA, the Chairperson of the Endowment Fund Committee, and the Governing Board members will be responsible for replacing those Endowment Committee members so long as there is no violation of 3.2.2.

The motion was sent back to the Bylaws Committee. VOTE: 13 Yes, 0 No

Closing Remarks:

Kathy Merlock Jackson suggested that a virtual meeting for the PCA Governing Board would probably be around October 16, 2020. Another meeting to re-evaluate the Bylaws was tentatively discussed to occur in August 2020. The Board also discussed possible online resources to help instructors teach popular culture classes during the instructional format changes due to COVID-19. Colin Helb was thanked for his technological skills incorporating ZOOM for this virtual meeting.

Chair, David Moody officially adjourned the meeting at 6:15 PM.