

AMERICAN ASSOCIATION OF UNIVERSITY PROFESSORS

CONSTITUTION OF THE ASSOCIATION¹

ARTICLE I--PURPOSE

The name of this Association shall be the American Association of University Professors. Its purpose shall be to facilitate a more effective cooperation among teachers and research scholars in universities and colleges, and in professional schools of similar grade, for the promotion of the interests of higher education and research, and in general to increase the usefulness and advance the standards, ideals, and welfare of the profession.

ARTICLE II--MEMBERSHIP

1. There shall be four classes of members:

a. *Active Members.* Any person who holds a professional position of teacher or researcher or related professional appointment, excluding administrators but including any member of an AAUP-represented bargaining unit in a college, university, or professional school of similar grade accredited in the United States or Canada, may be admitted to active membership in the Association.

b. *Graduate Student Members.* Any person who is, or within the past five years has been, a graduate student may be admitted to graduate student membership. Graduate student members shall have all rights and privileges accorded to active members under this Constitution, including the right to hold office and to vote in national elections. Graduate student members shall be transferred to active membership as soon as they become eligible.

c. *Retired Members.* An active member who retires may choose to be transferred to retired membership. Retired members retain all rights and privileges accorded to active members under this Constitution, including the right to hold office and to vote in national elections.

d. *Associate Members.* Any person not eligible for one of the other three classes of membership may be admitted as an associate member, including members of the general public. Any person in a college, university, or professional school of similar grade in the United States or Canada whose work is primarily administrative shall be eligible for associate membership.

2. The admission of members shall require two steps:

a. *Application.* Application for active, graduate student, and associate membership shall be made to the secretary-treasurer of the Association.

b. *Acceptance and Notification.* When an applicant's eligibility has been determined, it shall be the duty of the secretary-treasurer to inform the applicant promptly of acceptance to membership and to include the applicant's name in the list of new members sent to chapter officers. A person's membership may be protested, on grounds of eligibility, by an active member of the Association. If a majority of the members of the committee on membership and dues votes to sustain the protest, the person in question will be informed that his or her membership has ceased to be effective.

3. A member may resign by notifying the secretary-treasurer, and may be expelled for cause by a two-thirds vote of the Council after opportunity for a hearing. Membership shall be forfeited by nonpayment of dues under conditions to be established by the Council.

4. Members of chapters which have an approved agreement for fractional memberships in exchange for fractional dues, and the votes of such members, shall be counted fractionally, in the proportion specified in their agreement, wherever specified in the Constitution. Such members shall be eligible for election as officers or members of the Council, or for appointment to the Nominating Committee or standing committees of the Association, only upon payment of full membership dues.

ARTICLE III--OFFICERS

1. The officers of the Association shall be a president, a first vice-president, a second vice-president, and a secretary-treasurer.

2. The terms of office of the foregoing officers shall be two years, and shall expire at the close of the last session of the Annual Meeting following the election of their successors, or, if a meeting of the Council is held after and in connection with the Annual Meeting, at the close of the last session of the Council.

3. The foregoing officers shall have the duties usually associated with their respective offices. The president shall preside at meetings of the Association and the Council. The president shall appoint, and shall be *ex officio* a member of, all committees of the Association except the Nominating Committee, the Election Committee, and the Election Appeals Committee. The president shall also be a nonvoting *ex officio* member of the governing bodies of all conferences.

¹ Last amended at the Ninety-fifth Annual Meeting of the Association in Washington, D.C., June 13, 2009.

4. The secretary-treasurer shall be responsible for maintaining the records of the Association. The secretary-treasurer shall also receive all moneys and deposit them in the name of the Association. With the authorization of the Council the secretary-treasurer shall invest any funds not needed for current disbursements. The secretary-treasurer shall pay all bills approved in accordance with procedures determined by the Council, and shall make a report to the Association at the Annual Meeting and such other reports as the Council may direct. The secretary-treasurer may, with the approval of the Council, authorize one or more assistant secretary-treasurers to exercise the powers of the office. The financial records of the Association shall be audited annually by an external agency, and the report of the audit shall be published.

ARTICLE IV--THE COUNCIL

1. The Council of the Association shall consist of (a) the president, the vice-presidents, the secretary-treasurer, (b) the chair and immediate past-chair of the Assembly of State Conferences, (c) the chair and immediate past-chair of the Collective Bargaining Congress, (d) the former presidents for a period of three years immediately following their term as president, and (e) twenty-nine directly elected members, who shall be elected in the manner provided in this Constitution, to serve for three-year terms, that expire according to the provision governing the terms of the officers.

2. The Council shall carry out the purposes of the Association and, subject to the authority of a meeting as defined in this Constitution, act for the Association. The Council shall (a) determine the annual dues and regulations governing their payment, subject to ratification at the Annual Meeting, and may authorize inclusion of conference and/or chapter dues with national dues as a condition of membership in the Association, subject to ratification at the Annual Meeting; (b) manage the property and financial affairs of the Association, with power to accept gifts to the Association; (c) construe the provisions of this Constitution; (d) provide for the publications of the Association; (e) appoint and determine the salaries of a general secretary, general counsel, and assistant treasurer, members of the senior program officer staff, and such other employees as shall be necessary to administer the affairs of the Association in accordance with the general supervision of the Council; (f) determine the time, place, and program of the Annual Meeting and convene special meetings of the Association at its discretion; (g) publish a record of its meetings to the membership; (h) authorize the establishment of committees of the Association; (i) authorize the establishment of regional offices of the Association; and (j) authorize reapportionment and redistricting of the membership not less than once each decade.

3. As a representative of the Association, each member of the Council shall promote the exchange of ideas between the Council and the membership. A Council member may receive and transmit to the Council the proposals of members, chapters, and state conferences within the member's district. A council member shall be a nonvoting *ex officio* member of the governing committees of those conferences.

4. Meetings of the Council shall be held in connection with the Annual Meeting of the Association and at least at one other time each year, upon not less than two weeks' notice to the Council. Ten directly elected members shall constitute a quorum. The Council may also transact business by letter ballot. A special meeting of the Council shall be called by the president on the written request of at least eight members of the Council.

5. There shall be an Executive Committee of the Council, which, between meetings of the Council, may exercise such powers as the Council has delegated to it and, under unforeseen exigencies, exercise other powers subject to prior authorization of the Council. The Executive Committee shall consist of the president, first vice-president, second vice-president, secretary-treasurer, immediate past president, chair of the Collective Bargaining Congress, chair of the Assembly of State Conferences, and four Council members elected for renewable one-year terms from among the twenty-nine directly elected members. Election of these four members to the Executive Committee shall be held after the conclusion of the annual meeting and of any Council meeting held in connection with the annual meeting. Eligible for election to the Executive Committee are the twenty-nine directly elected Council members, including those newly elected and those whose terms are continuing. The electors shall be all the members of the Council, including those newly elected and those whose terms are continuing. The elections will be conducted in a manner determined by Council. The Executive Committee shall meet at least two times a year, with additional meetings to be called as necessary by the President or by a majority of the Executive Committee.

ARTICLE V--ELECTION OF OFFICERS AND COUNCIL

1. Only active members are eligible for election as officers or members of the Council. Nominations for elective offices to be filled and for membership on the Council shall be made by a Nominating Committee of five members, one person to be identified by the executive committee of the Collective Bargaining Congress, one person to be identified by the executive committee of the Assembly of State Conferences, and three persons to be chosen by election from the membership of Council, which election shall take place in the Council at the Annual Meeting. Service on the Nominating Committee shall bar candidacy for any national elective office or the Council during that year's election cycle. The committee shall seek and receive suggestions from members, chapters, and conferences of the Association with regard to persons to be nominated; meet; and submit its report to the secretary-treasurer for publication to the members not later than a date to be determined by the Council and announced to the membership. No two members of the Nominating Committee may be from the same district.

2. There shall be ten geographical districts formed with regard to the distribution of the Association's membership and to geographical contiguity. Twenty "district elected" Council members shall be elected by vote of active members resident

in their respective districts, six in years divisible by three and seven in years not divisible by three, distributed among the districts so that each district has two such representatives. Nine “at-large” Council members shall be elected by vote of the entire active membership, three each year. No more than two at-large Council members may be from the same district. In preparation for an election, the Nominating Committee shall nominate two active members of the Association for each position to be filled, with candidates for district-elected Council seats coming from the respective districts.

3. Nominations for district-elected members of the Council may also be made by petitions signed by at least fifty active members of the Association resident within the district from which the Council member is to be chosen, provided that in determining the required number of signatures not more than ten shall be members at a single institution. Nominations for the presidency, the vice-presidencies, the secretary-treasurership, and at-large members of the Council may also be made by petition, signed by at least 150 active members of the Association, provided that in determining the required number of signatures not more than fifteen of those signing a petition shall be members at a single institution and not more than ninety shall be members in a single district. No member shall sign more than one petition for the same office. Petitions presenting nominations shall be filed with the secretary-treasurer not later than a date to be determined by the Council and announced to the membership.

4. The secretary-treasurer shall prepare ballots containing the names of all nominees to office and to Council membership, with relevant biographical data and a statement of the method of nomination. Ballots shall be mailed to all active members of the Association at a time to be determined by the Council and announced to the membership, and the polls shall be closed not less than one month nor more than two months after the mailing, the dates to be determined by the Council. The nominee for each office or district-elected Council seat receiving a plurality of votes and the three nominees for the at-large Council seats receiving the largest number of votes, counted fractionally pursuant to Article II, section 4, if applicable, shall be declared elected, unless this would result in more than two at-large Council members from the same district, in which case the nominee not from that district with the next largest number of votes shall be declared elected. The president and vice-presidents shall be eligible for election to their respective offices for no more than three consecutive full terms, and retiring directly elected members of the Council shall be eligible for immediate reelection for one additional term.

5. A vacancy occurring on the Council, in the second vice-presidency, or in the secretary-treasurership shall be filled by a majority vote of the Council for the unexpired term.

ARTICLE VI--MEETINGS OF THE ASSOCIATION

1. The Association shall meet annually except when prevented by war or other national emergency. The secretary-

treasurer shall give notice to the membership of a meeting at least thirty days in advance. A quorum shall be a majority of the delegates registered for a meeting. A meeting of the Association shall have authority (a) to amend the Constitution in the manner herein provided; (b) to express its views on professional matters; (c) to act on recommendations presented to it by the Council; (d) to require the Council to report to the ensuing meeting on subjects within the province of the Association; (e) to propose action which, upon concurrence by the Council, shall become the action of the Association; and (f) in the event of disagreement between the Council and a meeting of the Association, to take final action as provided in the following section.

2. If the Council declines to concur in a proposal of a meeting of the Association, it shall report its reasons to the ensuing meeting. If that meeting concurs in the action of the previous meeting, the action shall become that of the Association. An action of the Association reached either (a) by concurrence of the Council in an action of a meeting of the Association or (b) in two successive meetings shall not be changed except by the joint action of the Council and a meeting of the Association or by two successive meetings of the Association.

3. The active members of the Association in each chapter may elect not more than one delegate from that chapter for each twenty-five active members or fraction thereof at the institution, such members counted fractionally pursuant to Article II, section 4, if applicable, to each meeting of the Association. Each of the state conferences may elect two delegates to each meeting of the Association. All members of the Association shall be entitled to the privileges of the floor, but only active, graduate student, and retired members may vote. On request of one-fifth of the delegates present, a proportional vote shall be taken. In a proportional vote, the accredited delegates from each chapter shall be entitled to a number of votes equal to the number of active members at the institution, counted fractionally pursuant to Article II, section 4, if applicable, but any other active member not at an institution thus represented shall be entitled to an individual vote. In case a chapter has more than one delegate, each delegate may cast an equal portion of the votes to which the chapter is entitled.

4. Except as provided in this Constitution or in rules adopted pursuant to it, the meetings of the Association shall be governed by the current edition of *Robert's Rules of Order*.

ARTICLE VII--CHAPTERS

1. Whenever the active members in a given institution number seven or more, they may constitute a chapter of the Association and receive a charter from the Association. More than one chapter may be established in an institution when its parts are geographically separate. Each chapter shall elect, from its active members, at least biennially, a president, a secretary, and a treasurer (or secretary-treasurer), and such other officers as the chapter may determine. It shall be the

duty of the secretary of the chapter to report to the secretary-treasurer of the Association the names of the officers of the chapter and to conduct the correspondence of the chapter with the secretary-treasurer.

2. The charter of a chapter may be revoked for financial malpractice, improper performance as a collective bargaining representative, disregard of democratic procedures or disregard of other principles, policies, or procedures of the Association, in accordance with due process procedures established by the Council, when two-thirds of the Council members present vote in support of the revocation. A chapter whose charter has been revoked by the Council may appeal the Council decision at an Annual Meeting of the Association.

The charter revocation shall remain in effect pending such an appeal. If the meeting sustains the appeal the chapter shall have its charter restored.

3. All active, graduate student, and retired members in the institution, but not other members of the faculty or student body, shall be eligible for membership in the chapter. Associate members may attend meetings by invitation of the chapter. In collective bargaining chapters, only members of the bargaining unit may vote on matters pertaining to collective bargaining.

4. A chapter may establish local membership dues. It may meet with other chapters and with other local organizations. Its actions shall be in harmony with the principles and procedures of the Association.

ARTICLE VIII--STATE CONFERENCES

1. Upon approval by the Council, several chapters may organize a conference of the American Association of University Professors which shall be open to all members within the state. The members may be represented through their chapter affiliation. A conference may establish conference dues and may consider and act upon professional matters which are of concern to the members and chapters, but its action shall not bind the members or chapters without their authorization and shall be in harmony with the principles and procedures of the Association. All conferences are entitled to participate in the activities of the Assembly of State Conferences. Formal recommendations on the purposes, structure, and work of the Association from conferences and the Assembly of State Conferences shall go to the Council for consideration and possible transmission to meetings of the Association.

ARTICLE IX--COLLECTIVE BARGAINING CONGRESS

1. Several chapters, which are collective bargaining

representatives, or otherwise participate in collective bargaining, may form the Collective Bargaining Congress of the American Association of University Professors. Subject to approval by the Council, the Congress (i) shall adopt bylaws and (ii) may establish dues to be paid to the Association by chapters which are members of the Congress.

2. The Congress may consider and act upon professional matters which are of concern to the member chapters, but its action shall not bind the member chapters without their authorization and shall be in harmony with the principles and procedures of the Association. Recommendations adopted by the Congress concerning the purposes, structure, and work of the Association may be submitted by it to the appropriate body of the Association.

ARTICLE X--AMENDMENTS

This Constitution may be amended by a two-thirds vote of a meeting of the Association. The secretary-treasurer shall transmit a proposed amendment to each member of the Association at least one month before the meeting at which it will be proposed.

The Council may initiate and propose an amendment to a meeting of the Association. Also, ten or more active members may initiate an amendment by submitting it in writing to the Council. At the next Council meeting which takes place more than one month after the date of submission, the Council shall approve, modify, or disapprove the submitted amendment and promptly report its action to the proponents. If the Council approves, it will propose the amendment to a meeting of the Association. Upon failure of agreement between the Council and the proponents, the proponents may, with the support of at least five chapters, submit their proposed amendment to a meeting of the Association by communicating it, together with proof of submission to and action by the Council and of support of at least five chapters, to the secretary-treasurer at least three months in advance of the Association meeting at which the amendment is to be proposed.

ARTICLE XI--STATUS OF THE ASSOCIATION

The Association is organized and operated exclusively as a nonprofit charitable and educational organization. No part of its assets, income, or profit shall be distributable to, or inure to the benefit of, any individual, except in consideration for services rendered. In the event of the Association's dissolution, its assets shall be conveyed to one or more organizations exempt from federal income tax under the provisions of the Internal Revenue Code as a charitable, scientific, or educational organization.