



AAUP Restructuring Material and Proposed Constitutional Amendments



Joint Resolution

WHEREAS, the Council (“Council”) is the governing body of the American Association of University Professors (“AAUP”) subject to the authority of a meeting of the membership of the AAUP, and

WHEREAS, the AAUP-CBC Executive Committee (“Executive Committee”) is the governing body of the AAUP-Collective Bargaining Congress (“AAUP-CBC”) between meetings of the CBC, and

WHEREAS, the Council and the AAUP-CBC Executive Committee have engaged in extensive discussions regarding the future relationship between, and governance of, the AAUP and the AAUP-CBC, and

WHEREAS, the Council and the AAUP-CBC Executive Committee have agreed upon terms under which both organizations would benefit from a streamlined, unified governance and organizational structure, and

WHEREAS, in order to effectuate those terms, the Council and the AAUP-CBC Executive Committee have agreed upon these numerous changes to the governance and structure of the AAUP and the AAUP-CBC that reflect their shared vision that the members be united, as one profession, in defense of AAUP’s core principles of academic freedom, economic security, and shared governance for all those who teach and research in higher education, committed to higher education as a common good, and

WHEREAS, both the Council and the AAUP-CBC Executive Committee remain committed to organizing as the best means to achieve AAUP’s core principles, and, further, both the Council and the AAUP-CBC Executive Committee remain committed to supporting our collective bargaining and advocacy chapters as they fight to achieve our shared vision, and

WHEREAS, these changes will be implemented by the following actions:

- The current AAUP Constitution will be superseded by the amended AAUP Constitution attached hereto.
- The leadership transition Constitutional Amendment Proviso attached hereto will be enacted.

- The AAUP-CBC shall be dissolved and all of its assets and liabilities shall be transferred to the AAUP, effective January 1, 2020.

- Based on the cessation of the AAUP-CBC 2019 dues of \$22 and \$10, effective January 1, 2020, the 2020 AAUP collective bargaining dues for full-time, entrant, associate, and retiree member categories will be increased by \$23, and the 2020 AAUP collective bargaining dues for part-time and graduate student member categories will be increased by \$10.

AND WHEREAS, all of these changes are inter-dependent and reliant upon one another, and

WHEREAS, in order to effectuate the agreement reached by the Council and the AAUP-CBC Executive Committee, the changes must be adopted *in toto*, without revision or amendment, by their respective memberships or none of the changes will be implemented,

THEREFORE, the Council and the AAUP-CBC Executive Committee jointly resolve to introduce the following motions at their respective June 2019 Membership Meetings:

AAUP–CBC BUSINESS MEETING MOTIONS

IT IS HEREBY MOVED, consistent with intentions expressed in the Joint Resolution of the Council of the AAUP and the Executive Committee of the CBC, and contingent upon the adoption by the AAUP of the changes described in the Joint Resolution, that the AAUP-CBC shall be dissolved effective 11:59:59 December 31, 2019, and all assets and liabilities of the AAUP-CBC shall be transferred to the AAUP effective 12:00:01 a.m. January 1, 2020.

AAUP BUSINESS MEETING MOTIONS

IT IS HEREBY MOVED, consistent with intentions expressed in the Joint Resolution of the Council of the AAUP and the Executive Committee of the CBC, and contingent upon the adoption by the AAUP-CBC of the changes described in the Joint Resolution, that (a) the proposed amendments to the AAUP Constitution and the Provisos Relating to Leadership Transition, both attached to the Joint Resolution, are adopted effective January 1, 2020, and (b) based on the cessation of the AAUP-CBC 2019 dues of \$22 and \$10, effective January 1, 2020, the 2020 AAUP collective bargaining dues for full-time, entrant, associate, and retiree member categories will be increased by \$23, and the 2020 AAUP collective bargaining dues for part-time and graduate student member categories will be increased by \$10.



Constitutional Amendment Proviso

The 2019 Annual Meeting hereby amends the AAUP Constitution as indicated in the proposed language, subject to the following provisos regarding the elections of AAUP Officers and Council Members and the composition of the AAUP Council:

- The elections of AAUP Officers and Council Members shall be conducted on a “staggered” basis as follows: (a) at the June 2020 biennial Association Meeting and every four years thereafter, the President, Vice-President, Secretary-Treasurer, and two at-large Council Members shall be elected to four-year terms; and (b) at the June 2022 biennial Association Meeting and every four years thereafter, one at-large Council Member and the five regional Council Members shall be elected to four-year terms.
- During the period January 1, 2020 through the close of the June 2020 biennial Association Meeting, or the close of any connected Council meeting, as specified in Article IV, Section 1 of the amended AAUP Constitution (hereinafter referred to collectively as “the close of the biennial Association Meeting”): (a) the officers of the AAUP shall consist of the four AAUP officers serving on December 31, 2019, (b) the Council of the Association shall consist of the AAUP Officers and Council Members serving on December 31, 2019, and the AAUP-CBC Executive Committee serving on December 31, 2019, and (c) the Executive Committee of the Council shall consist of the Executive Committee members serving on December 31, 2019.
- During the period from the close of the June 2020 biennial Association Meeting until the close of any Council meeting held in or before June 2021: the Council of the Association shall consist of the three AAUP officers and the Council Members elected at the June 2020 biennial Association Meeting, the previously directly-elected Council Members

whose terms expire in June 2022, and the members of the AAUP-CBC Executive Committee whose terms expire in June 2021.

- During the period from the close of any Council meeting held in or before June 2021 until the close of the June 2022 biennial Association Meeting: the Council of the Association shall consist of the AAUP Officers and Council Members elected at the June 2020 biennial Association Meeting, and the previously directly-elected Council members whose terms expire in June 2022.

- During the period after the close of the June 2022 biennial Association Meeting: the Council of the Association shall consist of the AAUP Officers and Council Members elected in accordance with Article III Section 2, Article IV Section 1, and Article V of the amended Constitution.

SUMMARY OF AAUP COUNCIL MEMBERSHIP AND AAUP OFFICERS – Revised AAUP Constitution applies unless specified below.

January 2020 – June 2020:

- Incumbent AAUP officers continue in office until conclusion of June 2020 election
- Council consists of:
 - o Incumbent members of Council, and
 - o Incumbent AAUP-CBC officers and Executive Committee members
- Incumbent members of the AAUP Executive Committee continue until June 2020

June 2020 AAUP Elections:

- Office of AAUP Second Vice President is eliminated
- Elections for all (3) AAUP officers and for two at-large Council Members to full four-year terms
- The newly-elected AAUP officers constitute the AAUP Executive Committee

June 2020 – June 2021:

- Council consists of:
 - o AAUP officers and Council Members elected in June 2020, and
 - o Incumbent directly-elected AAUP Council Members whose terms expire in June 2022, and
 - o Incumbent AAUP-CBC executive committee members (including officers) whose terms expire in June 2021

June 2021 – June 2022:

- Council consists of:
 - o AAUP officers and Council Members elected in June 2020, and
 - o Incumbent directly-elected AAUP Council Members whose terms expire in June 2022

June 2022 AAUP Elections:

- Elections for one at-large Council Member and five regional Council Members to full four-year terms

June 2022 forward (per revised AAUP Constitution):

- Officers and Council consist of
 - o Three AAUP officers and two at-large Council Members elected to four-year terms, with initial four-year term ending June 2024

- o One at-large Council Member and five regional Council Members elected to four-year terms, with initial four-year term ending June 2026

**AMERICAN ASSOCIATION OF UNIVERSITY PROFESSORS
CONSTITUTION¹**

ARTICLE I – PURPOSE

The name of this Association shall be the American Association of University Professors ("AAUP" or "Association"). 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~~two classes of members, all of whom shall be members of a chapter chartered by the Association (a "chapter"), and associates:

a. **Active Members.** Any person who holds a professional position of teacher, ~~or researcher,~~ ~~or graduate student,~~ or related professional appointment, excluding administrators but including any member of a bargaining unit represented by a chapter, in the American Association of University Professors Collective Bargaining Congress ("AAUP-CBC") at a college, university, or professional school of similar grade accredited in the United States or Canada, is eligible for ~~may be admitted to~~ active membership in the Association. However, members of bargaining units in the AAUP-CBC may be admitted to active membership only if they are members of the local organization that serves as bargaining agent.

~~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. **Associates Members.** Any persons who are not eligible for one of the other three classes of membership, may be admitted as an associate member, including members of the general public and persons serving as higher education administrators, may become affiliated with AAUP as Associates. Associates are not members of the AAUP and are not required to be affiliated with a chapter.~~

¹ Last amended at the One Hundred ~~Fifth~~Third Annual Meeting of the Association in Washington, D.C., June ~~17,~~17, 20197.

2. The admission of members shall require two steps:

a. ~~Application.~~ Application for active, graduate student, and associate membership shall be made to the Association.

b. ~~Acceptance and Notification.~~ When an applicant's eligibility has been determined, the Association shall inform the applicant promptly of acceptance to membership and include the applicant's name in the list of new members sent to chapter officers. A person's class of 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 shall be informed that his or her membership in that class has ceased to be effective.

32. The Council shall establish procedures for the processing of applications and admissions to membership and associate affiliation. Membership in good standing shall require that the member remit the dues established by the Association in a timely manner as established by the Council. Members who fall in arrears by fifteen days will have their membership automatically suspended. A suspended member may be reinstated readmitted as a member under procedures upon payment of a reinstatement fee, if any, in an amount established by the Council, and all dues in arrears.

43. Only active, graduate student, and retired members in good standing shall be entitled to attend meetings, participate in nominations and elections, and otherwise have a voice and vote in the affairs of the Association. Such members are identified herein as "qualified members".

54. A member may resign by notifying the Association in writing. A member, and may be suspended or expelled for cause after notice and a hearing in accordance with procedures established by a two-thirds vote of the Council after opportunity for a hearing.

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~~ four years, and shall expire at the close of the last session of the biennial Annual Association Meeting following the election of their successors, or, if a meeting of the Council is held after and in connection with the biennial Annual Association Meeting, at the close of ~~that~~ the last session of the Council meeting.

3. The President shall preside at meetings of the Association and the Council. The President shall appoint, and shall be a voting *ex officio* 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.~~

4. ~~The First and Second Vice-Presidents shall assist the President in the conduct of the affairs of the Association, performing such duties as assigned by the President or the Council may assign to them.~~ In the event of the inability or incapacity of the President to perform the responsibilities of that office, the ~~First~~ Vice-President shall assume those responsibilities on an interim basis until the President is again able to perform them.

5. The Secretary-Treasurer shall be responsible for maintaining the records of the Association. The Secretary-Treasurer shall also oversee the receipt of all moneys and their deposit in the name of the Association. With the authorization of the Council, the Secretary-Treasurer shall oversee the investment of any funds not needed for current disbursements. The Secretary-Treasurer shall oversee payment of all bills approved in accordance with procedures determined by the Council, and shall make a report to the Association at ~~each the Annual Meeting~~ meeting of the Association and such other reports as the Council may direct. The financial records of the Association shall be audited annually by an external agency, and the report of the audit shall be published.

6. An officer may be removed from office for cause by a two-thirds vote of the Council finding such cause and voting for removal at a duly called meeting of the Council after opportunity for a hearing by a process determined by the Council.

7. Officers shall receive no salary, but they shall be reimbursed for reasonable expenses incurred in connection with the performance of their duties. This provision shall not prevent the Association from compensating officers' institutions, or compensating directly officers who are part-time faculty members for salary of up to one course per semester, for release time from teaching or other assigned duties attributable to the officers' participation in Association matters.

8. Those officers who are entrusted with funds of the Association or other Association property shall be bonded to provide protection against loss.

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 AAUP-CBC,~~ the immediate past former Presidents of the Association, as an non-voting *ex officio* member for a period of ~~three~~ two years immediately following his/~~her~~ their term as President, and (c) ~~twenty-eight directly elected~~ Council Mmembers, who shall be elected in even-numbered years in the manner provided in Article V, to serve for four-year terms which expire at the close of the biennial last session of the Annual Meeting Association Meeting following the election of their successors, or, if a meeting of the Council is held after and in connection with the Annual Mmeeting, at the close ~~of the last session of the~~ of that Council meeting. ~~If the chair of the Assembly of State~~

~~Conferences or the chair of the AAUP-CBC is reelected to his or her respective office, the immediate past-chair shall remain a full member of Council no more than five years from the time he or she was elected, and shall remain one additional year as a non-voting member.~~

2. The Council shall carry out the purposes of the Association and, subject to the authority of a meeting as defined in Article VI of this Constitution, act for the Association. The Council shall (a) determine the annual Association dues and regulations governing their payment, subject to ratification at ~~the Annual Meeting of the Association~~, and may authorize the 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 of the Association; (b) manage the property and financial affairs of the Association; (c) construe the provisions of this Constitution; (d) provide for the publications of the Association; (e) appoint and determine the salaries of an Executive Director, a General Counsel, members of the senior program officer staff, and such other employees as shall be necessary to administer the affairs of the Association ~~under~~ in accordance with the general supervision of the Council; (f) determine the time, place, and program of the ~~Annual~~ biennial Association 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 the imposition and removal of censure and sanction. ~~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~~ and may receive and transmit to the Council the proposals of members, chapters, and state conferences within the member's region ~~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 three~~ one other times each year, upon not less than two weeks' notice to the Council by telephone, letter, or electronic communication, of the date, time and place of the meeting. ~~Ten Six voting members of the Council directly elected members~~ shall constitute a quorum. The Council may also transact business by telephone, letter, or electronic communication, except to the extent that doing so would conflict with a legal requirement for a secret ballot. A special meeting of the Council shall be called by the President on the written request of at least ~~five~~ eight voting members of the Council.

5. Members of the Council, excluding officers, shall receive no salary, but they shall be reimbursed for reasonable expenses incurred in connection with the performance of their duties.

6. 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,~~ and Secretary-Treasurer. ~~immediate past~~

~~President, chair of the AAUP—CBC, chair of the Assembly of State Conferences, and four Council members elected by the Council for renewable one-year terms from among the twenty-eight directly-elected members. Election of these four members to the Executive Committee shall be held by secret ballot after the conclusion of the Annual Meeting and of any Council meeting held in connection with the Annual Meeting. The elections will be conducted in a manner determined by the 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 – NOMINATION AND ELECTION OF OFFICERS AND COUNCIL MEMBERS

~~1. The initial members of the Council shall be those individuals named in the Articles of Incorporation for the initial terms listed therein. The initial members of the Council shall serve the remainder of the terms to which they were initially elected in the predecessor organization. The initial officers of the Association shall be those individuals named to those positions in the Articles of Incorporation. The subsequent election of the officers and members of the Council shall be held in accordance with the provisions of this Constitution.~~

~~2.1. Timing: Elections of officers and Council members shall be conducted every two years, in even-numbered years, at biennial meetings of the Association. The Council shall determine the date by which nominating petitions must be filed and shall announce that deadline to the membership at least thirty days prior to that date.~~

~~3.2. Eligibility: Only qualified members in good standing, as identified in Article II, are eligible for nomination and election as officers or members of the Council Members, which offices shall be filled by a vote of the qualified members by the process described herein. No member may be nominated for or hold more than one elected office at the same time.~~

~~4.3. Districts: There shall be ~~five~~ ten geographical districts ~~one Council Mmember~~ one Council Member elected from each of five geographical regions and three Council Members elected on an ~~at~~ at-large basis. To be eligible for election to a regional Council Member position, a candidate shall be a member in good standing from that region, formed with regard to the distribution of the Association's membership and to geographical contiguity. Every two years, the qualified members in each district shall elect one "district-elected" Council member from their district, and All accredited delegates are eligible to cast votes for all officer and Council Member positions. the entire qualified membership shall elect four "at-large" Council members and the four officers. ~~No more than two~~ one at-large Council ~~M~~members may be from the same region ~~district~~.~~

REGION 1

Alaska Arizona California Colorado Hawaii Idaho Montana
Nevada New Mexico Oregon Utah Washington Wyoming American
Samoa, Guam, Northern Mariana Islands

REGION 2

<u>Alabama</u>	<u>Arkansas</u>	<u>Delaware</u>	<u>District of Columbia</u>	<u>Florida</u>	<u>Georgia</u>
<u>Kentucky</u>	<u>Louisiana</u>	<u>Maryland</u>	<u>Mississippi</u>	<u>North Carolina</u>	<u>Oklahoma</u>
<u>South Carolina</u>	<u>Texas</u>	<u>Tennessee</u>	<u>Virginia</u>	<u>West Virginia</u>	

REGION 3

<u>Illinois</u>	<u>Indiana</u>	<u>Iowa</u>	<u>Kansas</u>	<u>Michigan</u>	<u>Minnesota</u>	
<u>Missouri</u>	<u>Nebraska</u>	<u>North Dakota</u>	<u>Ohio</u>	<u>South Dakota</u>	<u>Wisconsin</u>	<u>Canada</u>

REGION 4

<u>New Jersey</u>	<u>New York</u>	<u>Pennsylvania</u>	<u>Puerto Rico</u>	<u>US Virgin Islands</u>
-------------------	-----------------	---------------------	--------------------	--------------------------

REGION 5

<u>Connecticut</u>	<u>Maine</u>	<u>Massachusetts</u>	<u>New Hampshire</u>	<u>Rhode Island</u>	<u>Vermont</u>
--------------------	--------------	----------------------	----------------------	---------------------	----------------

~~5. 4. Nominating Committee:—There shall be a Nominating Committee of three~~five~~ members appointed by the Council.~~, one person to be appointed by the executive committee of the AAUP-CBC, one person to be appointed by the executive committee of the Assembly of State Conferences, and three persons to be chosen by election from the membership of the Council, which election shall take place in the Council at the Annual Meeting held in odd-numbered years.~~ No two members of the Nominating Committee may be from the same ~~district~~region. Service on the Nominating Committee shall bar candidacy for any national elective office or the Council during that ~~year's~~ election cycle.~~

~~6. Nominations:~~

~~a. An eligible member shall become a nominee for a district-elected Council position by submitting to the Nominating Committee a petition signed by at least six qualified members of the Association employed within the district from which the Council member is to be elected.~~

~~b5. A member mayshall become a candidate~~nominee~~ for an officer or at-large Council M~~member~~ position by submitting to the Nominating Committee a petition, on a form to be provided by the Association, signed by at least six ~~qualified~~ members in good standing of the Association. All nominating petitions shall be post-marked or sent via electronic mail by March 15 in the year of the election.~~

~~c. A member shall become a nominee for an officer position by submitting to the Nominating Committee a petition signed by at least six qualified members of the Association.~~

~~d. The Nominating Committee shall seek and receive suggestions from members, chapters, and conferences of the Association with regard to persons to be nominated; meet; encourage the submission of petitions; and, if the deadline for receipt of petitions has passed with no~~

~~nominees for a given position, shall nominate two eligible members for that position. The committee shall then 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.~~

~~7.6. Election rules: Elections shall be conducted by secret ballot of the accredited delegates at the biennial Association Meeting casting the weighted vote of their chapters as specified in Article VI, Section 3. The Association shall prepare ballots containing the names of all nominees to office and to Council membership, with relevant biographical data. Ballots shall be mailed to all qualified 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 four nominees for the at-large Council seats receiving the largest number of votes 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 Council shall establish additional rules consistent with this Constitution to govern the manner in which elections are conducted, including an Elections Committee to investigate complaints and render decisions regarding election-related events and an Election Appeals Committee to render final and binding rulings regarding such decisions.~~

7. The candidate for each Officer and regional Council Member position who receives a majority of the valid votes cast shall be declared elected. In the event that no candidate(s) for any of these positions receives a majority, a runoff election between the two candidates receiving the highest number of votes for that position shall be conducted.

8. Candidates for at-large Council Member positions who receive the highest number of votes corresponding to the number of positions to be filled in an election cycle shall be declared elected unless this would result in more than one at-large Council Member from the same region in which case the candidate not from that region with the next highest number of votes shall be declared elected. In the event that there is a tie for the final open position, a runoff election for that position between the tied candidates shall be conducted.

9. The term of office for officers and Council Members shall begin at the close of the last session of the biennial Association Meeting following their election, or, if a meeting of the Council is held after and in connection with that biennial Association Meeting, at the close of that Council meeting.

~~8. Term Limits: The Officers President and Vice Presidents shall be eligible for election to their respective offices for no more than four consecutive full terms and directly-elected members of the Council Members shall be eligible for election to their respective offices for no more than three consecutive full terms. The Secretary-Treasurer shall be eligible for election to that office with no limit on the number of terms.~~

~~9-10. Filling Vacancies: A vacancy occurring on the Council, or in the office of in the Second Vice-President, or in the Secretary-Treasurership shall be filled by a majority vote of the Council for the unexpired term. In the event of a vacancy in the office of President, the First Vice-President shall succeed to that office for the unexpired term. In the event of a vacancy in the office of First Vice-President, the Second Vice-President shall succeed to that office for the unexpired term.~~

ARTICLE VI – MEETINGS OF THE ASSOCIATION

1. The Association shall hold a regular meeting of chapter delegates meet annually biennially in even numbered years (referred to as the “biennial Association Meeting”) except when prevented by war or other national emergency, and otherwise upon the call of the Council as provided elsewhere in this Constitution in Article IV, Section 2. 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. A vote setting dues or establishing a dues formula shall be conducted by secret ballot.

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 qualified members in each chapter may elect to each meeting of the Association not more than one delegate from that chapter for each 250 twenty-five qualified members or fraction thereof, up to a maximum of 10 delegates. at the institution. Each of the state conferences may elect two delegates to each meeting of the Association. Delegates must be qualified members elected by secret ballot, provided that no ballot need be taken if there is only one nominee. Chapter officers elected to their offices by secret ballot may serve as delegates by virtue of that election if authorized by the chapter.~~

4. Chapters with fewer than 250 members each from within a state may form one section of chapters for the exclusive purpose of electing to each meeting of the Association not more than one common delegate for each 250 aggregate members, up to a maximum of 10 delegates. No chapter participating in the section shall have any other credentialed delegates at the meeting. The section’s delegate(s) shall be entitled to a number of votes equal to the aggregate number of members in the chapters participating in the section. The section delegate(s) must be members elected by a secret ballot of all of the members of the chapters participating in the section. Council shall establish procedures to be followed for election,

designation, and credentialing of section delegates.

54. All members of the Association shall be entitled to attend to the privileges of the floor a meeting of the Association, but only qualified accredited delegates members from chapters in good standing or section of chapters in good standing are entitled to participate in elections and to a voice and vote may vote on matters brought before the meeting.

65. On request of one-fifth of the accredited delegates from each chapter present and voting, a weighted vote shall be taken on any matter then before the body. In an election or a weighted vote, the accredited delegates from each chapter shall be entitled to a number of votes equal to the number of qualified members in good standing at their respective chapters as of April 1 of the year of the meeting at the institution. In case a chapter or section has more than one delegate, each delegate shall be entitled to an equal portion of the votes to which the chapter or section is entitled, with the delegation distributing any remaining votes. Members from institutions with an accredited delegate may not vote, but any qualified member from an institution with no accredited delegate shall be entitled to an individual vote

76. 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 eligible qualified members in a given institution number seven or more, they may constitute a chapter of the Association and receive they may request a chapter charter from the Association. More than one chapter may be established in an institution when its parts are geographically separate (i.e., a state university with multiple campuses), there is a collective bargaining unit covering only part of the institution, or approval is given by the Council.

2. Each chapter shall elect, from its qualified members, at least biennially, a Chapter 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 designate an officer to report to the Association the names of the officers of the chapter, and to conduct the correspondence of the chapter with the Association, and to ensure prompt payment of national dues to the Association. Chapters must be in good standing in order to participate in Association affairs, including the right through elected delegates to have voice and vote at Association meetings. To be in good standing, a chapter must ensure that Association dues are paid for all chapter members on a timely basis. The charter of a chapter may be rescinded whenever the number of members in a chapter falls below seven.

23. The charter of a chapter may be suspended or revoked for financial malpractice, failure to transmit members' dues to the Association or to satisfy other financial obligations, disregard of democratic procedures, or disregard of other principles, policies, or procedures of the Association. Suspension or revocation of a charter shall only occur, in accordance with due-process procedures established by the Council and upon a , when two-thirds vote of the Council members present vote in support of the

~~revocation.~~ A chapter whose charter has been suspended or revoked by the Council may appeal the Council decision ~~at to a an Annual Meeting~~ of the Association. The charter suspension or revocation shall remain in effect pending such an appeal. If the ~~m~~Annual Meeting sustains the appeal, the chapter shall have its charter restored.

~~34. All qualified members in the institution, but not other members of the faculty or student body, shall be eligible for membership in a 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.~~ There shall be a chartered national At-Large Chapter of the Association, which shall be comprised of members who are not eligible for membership in another Association chapter.

45. Each chapter shall adopt bylaws governing its activities and functions. Such bylaws shall (a) provide (i) for the election of a President, Secretary and Treasurer (or Secretary-Treasurer) and such other officers as the chapter may deem necessary at least triennially, (ii) include the provision that election of officers be by secret ballot, and (iii) that only qualified members may be nominated, vote, and hold office, and (b) shall otherwise be consistent with the provisions of this Constitution, and with the principles, policies, and procedures of the Association. 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, policies, and procedures of the Association and it shall not issue statements in the name of the Association.

ARTICLE VIII – STATE CONFERENCES

~~1. Upon approval by the Council, two or more chapters in a state may organize a State Conference of the Association to advance the interests of the Association and members in the state, which shall be open to all members in good standing within the state. The members may be represented through their chapter affiliation. A conference may establish conference dues, which shall be distinct from Association dues. A conference 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, policies, and procedures of the Association. A conference shall not issue statements in the name of the Association.~~

~~2. There shall be an Assembly of State Conferences. Subject to approval by the Council, the Assembly of State Conferences shall adopt a constitution and bylaws, which shall be consistent with the provisions of this Constitution and with the principles, policies, and procedures of the Association. Actions of the Assembly of State Conferences shall be in harmony with the principles, policies, and procedures of the Association. All conferences are entitled to participate in the activities of the Assembly of State Conferences.~~

~~3. Council will consider formal recommendations on the purposes, structure, and work of the Association from conferences or the Assembly of State Conferences shall be placed before the Council for consideration and possible transmission to a meeting of the Association.~~

~~ARTICLE IX – COLLECTIVE BARGAINING CONGRESS OF THE AMERICAN ASSOCIATION OF UNIVERSITY PROFESSORS (AAUP-CBC)~~

~~1. There shall be a separate nonprofit organization, known as the AAUP-CBC, chartered by the Association for the purpose of promoting and supporting the collective bargaining activities of the Association's chapters and state conferences. Association chapters in the AAUP-CBC shall have the same rights and responsibilities with respect to the Association as do non-collective bargaining chapters. Members in good standing of chapters that participate in the AAUP-CBC shall have full rights and privileges as members of the Association under this Constitution.~~

~~2. The AAUP-CBC shall adopt a constitution governing its activities and functions. Such constitution shall be consistent with the provisions of this Constitution and with the principles, policies, and procedures of the Association.~~

~~ARTICLE X – AAUP FOUNDATION~~

~~There shall be a separate nonprofit organization, known as the AAUP Foundation, organized exclusively for such educational and charitable purposes as shall qualify it for exemption from federal taxation under section 501(c)(3) of the Internal Revenue Code, including, but not limited to, establishing and supporting principles of academic freedom and the quality of higher education in a free and democratic society. The AAUP Foundation is organized, and at all times shall be operated exclusively, to promote the charitable and educational functions of the AAUP. Actions of the AAUP Foundation shall be in harmony with the principles, policies, and procedures of the Association.~~

~~ARTICLE IXI – AMENDMENTS~~

~~1. This Constitution may be amended by a vote of two-thirds of the delegates present and voting vote of at a meeting of the Association. The Association shall transmit a proposed amendment to the membership each qualified member of the Association at least one month before the meeting at which it will be proposed.~~

~~2. The Council may initiate and propose an amendment to a meeting of the Association. Also, ten or more qualified 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 Association at least three months in advance of the Association meeting at which the amendment is to be proposed.~~



DESCRIPTION OF PROPOSED AMENDMENTS TO THE AAUP CONSTITUTION

Below is an explanation of the proposed amendments to the AAUP Constitution. As explained in [FAQs available on the AAUP website](#), there are several major substantive proposed changes. Several clarifications to the AAUP Constitution were made for consistency with current practice and for clarification and legal compliance. Certain minor and self-evident changes are not described below. All citations are to the revised Article and Section numbers, unless otherwise specified. The Constitutional amendments would generally be effective January 1, 2020. However, certain meeting and election provisions would be applicable starting at the June 2020 AAUP meeting. There would also be a transitional Council from January 1, 2020, until June 2022, which is established by a leadership transition Constitutional Amendment Proviso.

Article II - AAUP Membership

- Changed so that all AAUP members must be in a chapter (Art. II, Sec. 1), with a national At-Large Chapter (Article VII, Sec. 4 *infra.*) comprised of members not eligible for membership in another chapter.
- Limited the use of the term “member” to individuals actually members of AAUP. Thus deleted the word “member” from the provision on “Associates” (Art. II, Sec.1 c) and ceased using the term “qualified member.” (Art. II, Sec. 3 and throughout.) Clarified that “Associates” are not AAUP members and are not required to be affiliated with an AAUP chapter (though chapters could opt to allow an affiliation.)(Art. II, Sec. 1 c)
- Included graduate students as active members instead of as a separate member category (Art. II, Sec. 1 a and prior b deleted.) Clarified language regarding members in collective bargaining chapters (Art. II, Sec. 1 a). Deleted last sentence of Art. II, Sec. 1 a as this is now accomplished through other provisions of the Constitution.
- Removed reference to retirees and members having a direct “vote” (Art. II, Sec. 1 b and 3) to avoid confusion as elections will now be accomplished through a vote of chapter delegates elected by AAUP members (Art. V and VI *infra.*).
- Revised section on membership application and acceptance and on membership reinstatement (Art. II, Sec. 2) because the current Constitution does not reflect the general practice. There are a variety of methods for individuals becoming members of AAUP (through chapters, through the AAUP website etc.). Therefore, provided Council with the responsibility of establishing procedures for processing of member applications and admissions and for reinstatement (Art. II, Sec. 2). Added that Council will establish procedures for membership suspension or expulsion (Art. II, Sec. 4) to ensure meeting legal obligations.
- Because AAUP elections will be conducted by a vote of Chapter delegates (Article V, *infra.*), clarified that individual members (who are not chapter delegates) do not directly vote at Association meetings (see Art. II, Sec. 3 and Art. VI, Sec. 5 and 6).

Officers – Article III

- Eliminated position of Second Vice-President (Art. III, Sec. 1) and removed references to Second Vice-President throughout. Also changes in succession (Art. V, Sec. 10).
- Four year terms for officers (Art. III, Sec. 2), clarified beginning of term and changed reference to biennial meeting (see Art. VI and Art V, Sec. 9, infra.).
- Removed provision that President shall be nonvoting ex officio member of governing bodies of all conferences (Art. III, Sec. 3).

Council – Article IV

- Changed to eight elected Council members (Art. IV, Sec. 1) (primary changes in Article IV and in Article V.) Removed references to ASC and CBC representatives (Art. VI, Sec. 1) due to elimination of the ASC and CBC (see Art. VIII and prior IX infra.).
- Specified staggered Council terms (Art. IV, Sec. 1). Precise staggering instituted by the Constitutional Amendment Proviso establishing the initial terms of office.
- Past AAUP President as nonvoting, ex officio member of Council for 2 years. (Art. IV, Sec. 1.)
- Provided authority to Council for imposition and removal of censure and sanction (Art. IV, Sec. 2) and eliminated provision on redistricting (Art. IV, Sec. 2) as new regions are specified in the Constitution (Art. V infra.)
- Removed provision that Council members shall be nonvoting ex officio member of governing bodies within the member's region (Art. III, Sec. 3).
- Increased number of Council meetings to three per year, and reduced number of members necessary for quorum and call of special meeting (Art. IV, Sec. 4).
- Executive Committee made up of officers (Art. IV, Sec. 6) as smaller Council will assume many of the duties currently delegated to the Executive Committee.

Nominations and Elections – Article V

- Clarified the title of the Article by adding "Nomination," and eliminated section headings as they were the only ones in the Constitution. Deleted provision regarding initial members of Council (prior Art. V, Sec.1) as it has expired.
- Specified that elections will occur at the biennial meeting (Art. V, Sec. 1).
- Simplified the nomination provisions (Art. V, Sec. 1, 3, 4, and 5), and specified the deadline for nominations (Art. V, Sec. 5). Council would establish nomination rules as necessary. Members may only be nominated for, or hold, one office at a time (Art. V, Sec. 2)(an incumbent could run for a different office), and changed from plurality to majority vote for election of officers and regional Council Members (Art. V, Sec. 7), to avoid overly complex multi ballot elections.
- Changed from ten geographical "districts" to five geographical "regions" (Art. V, Sec. 3). Regions set forth in the Constitution (Art. V, Sec. 3), and changed by amendment not Council (Art. IV, Sec. 2 deletion). The regions are based on the US Census regions, with the northeast divided into the two Census Divisions due to the large number of AAUP members in that Census region. US Census regions do not include Puerto Rico and other territories, but they are included in the US government's "standard regions", and they are added to the corresponding AAUP regions.
- For Regional Council members, candidates must be members in good standing from the region (Art. V, Sec. 3), but all members may sign the nominating petition (Art. V, Sec. 5), and all delegates are eligible to cast votes for regional Council members (Art. V, Sec. 3).

- Changed maximum number of at-large Council Members from one region (formerly district) from 2 to 1 (Art. V, Sec. 3 and 8) due to smaller total number of at-large Council Members.
- Elections conducted by secret ballot of delegates casting votes equal to number of members in the chapter (Art. V, Sec. 6).
- Added a provision on the beginning of the term of office (Art V, Sec. 9) that corresponds with the end of the term and clarified that language (Art. III, Sec. 1 and Art. IV, Sec. 1).
- Three term limit for officers and Council Members (Art. V, Sec. 9).

Meetings of the Association – Article VI

- Changed from an annual to a biennial meeting of the Association (primary changes in Article VI, Section 1.) Also, changed terminology from Annual Meeting to “biennial Association Meeting” throughout. Special meetings may be called as currently permitted.
- Specified that the Association meetings are meetings of chapter delegates (Art. VI, Sec. 1).
- Provided that chapters may elect one chapter delegate for each 250 members, up to a maximum of 10 delegates (Art. VI, Sec.3). Clarified that under AAUP Constitution, chapters are not required to have a ballot if only one nominee for each chapter delegate position (Art.VI, Sec. 3). Eliminated provision for state conference delegates (Art. VI, Sec. 3).
- Created a provision on “sections of chapters” which would allow chapters of less than 250 members each in a state to form one section of chapters for the purpose of electing delegates to the national meetings. Art.VI, Section 4. (Council will need to establish procedures regarding sections well in advance of June 2020 meeting.) Added reference to “section of chapters” in meeting and election provisions where necessary. Also, removed “chapter” preceding “delegate” (see Art. VI, Sec, 6) so that term “delegate” covers both chapter and section delegates.
- Specified that all members are entitled to attend Association meetings, but only accredited delegates are entitled to participate in elections and to a voice and vote on matters brought before the meeting (Art. VI, Sec. 5). Under Roberts Rules, the meeting may recognize and permit non-delegates to speak.
- Generally maintained current language regarding weighted votes, but clarified that the same rules apply to elections (Art. VI. Sec. 6).
- Specified April 1 cut-off date for calculation of number of members (Art.VI, Sec. 6). To avoid delegates casting fractional votes, added that chapter delegation would distribute any votes remaining after the equal division of votes among delegates (Art. VI, Sec. 6).

Chapters – Article VII

- Clarified that prospective chapters must apply for and be granted a charter by AAUP and the authority to grant charters to collective bargaining units of limited jurisdiction (Art. VII, Sec. 1).
- Clarified requirements for chapter good standing in AAUP (Art. VII, Sec. 2) Added provision permitting suspension of a chapter’s charter, and clarified provisions regarding suspension or revocation of charter (Art. VII, Sec. 3). Moved and clarified chapter obligations regarding election of chapter officers (Art. VII, Sec. 5).
- Created a national At-Large chapter for members who are not eligible for membership in another chapter (Art. VII, Sec. 4). This chapter would be governed by the normal rules applicable to all AAUP chapters. (The AAUP national office will provide support to the chapter in carrying out certain duties. This would be addressed further in new policies promulgated by Council.)

- Deleted dictates to chapters on eligibility for chapter membership, associate members having a right to attend meetings, and votes by collective bargaining chapters on matter pertaining to collective bargaining (Art. VII, Sec. 4).

State Conferences, Article VIII, and Collective Bargaining Congress, prior Article IX

- Eliminated constitutional provisions for Assembly of State Conferences and for Collective Bargaining Congress. Deleted prior Article IX and Article VIII, Section 2 that established CBC and ASC respectively, and deleted references to ASC and CBC throughout. Eliminated provision for ASC and CBC representation on the Council (Art. IV, Sec. 1). Elected members of ASC and CBC would serve out their terms on Council under the leadership transition Constitutional Amendment Proviso.
- Retained general language regarding AAUP state conferences. Added general purpose for state conferences and removed specifications regarding state conference membership for consistency with current practice (Art. VIII, Sec. 1).

AAUP Foundation, prior Article X

- Deleted article. Deletion will have no impact on the AAUP Foundation or AAUP's current relationship with the Foundation. However, it will remove the constitutional obligation to maintain a Foundation in perpetuity.

Amendments, Article IX

- Clarified that Constitution can be amended by vote of delegates "present and voting" (Art. IX, Sec. 1). This permits for either a straight delegate vote, or a weighted delegate vote, if called for, as is currently allowed.