



**AMERICAN ASSOCIATION OF UNIVERSITY PROFESSORS**  
**CONSTITUTION<sup>1</sup>**

**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 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, researcher, graduate student, or related professional appointment, excluding administrators but including any member of a bargaining unit represented by a chapter, at a college, university, or professional school of similar grade accredited in the United States or Canada, is eligible for 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. **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.

c. **Associates.** Persons who are not eligible for membership, including 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.

2. 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 as a member under procedures established by the Council.

3. Only active and retired members in good standing shall be entitled to attend meetings, participate in nominations and elections, and otherwise have a voice in the affairs of the Association.

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<sup>1</sup> Last amended at the One Hundred Fifth Annual Meeting of the Association in Washington, D.C., June \_\_, 2019.

4. A member may resign by notifying the Association in writing. A member may be suspended or expelled for cause after notice and a hearing in accordance with procedures established by the Council.

### **ARTICLE III – OFFICERS**

1. The officers of the Association shall be a President, a Vice President, and a Secretary-Treasurer.

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

4. The Vice-President shall assist the President in the conduct of the affairs of the Association, performing such duties as assigned by the President or the Council. In the event of the inability or incapacity of the President to perform the responsibilities of that office, the 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 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-President, the Secretary-Treasurer, (b) the immediate past President of the Association, as a non-voting ex-officio member for a period of two years immediately following his/her term as President, and (c) eight Council Members, 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 Association Meeting following the election of their successors, or, if a meeting of the Council is held after and in connection with the meeting, at the close of that Council meeting.

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 a meeting of the Association, and may authorize the inclusion of conference and/or chapter dues as a condition of membership in the Association, subject to ratification at a 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 the general supervision of the Council; (f) determine the time, place, and program of the 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.

3. As a representative of the Association, each member of the Council shall promote the exchange of ideas between the Council and the membership, and may receive and transmit to the Council the proposals of members, chapters, and state conferences within the member's region.

4. Meetings of the Council shall be held at least three 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. Six voting 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 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, Vice-President, and Secretary-Treasurer.

**ARTICLE V – NOMINATION AND ELECTION OF OFFICERS AND COUNCIL MEMBERS**

1. Elections shall be conducted every two years, in even-numbered years, at biennial meetings of the Association.
2. Only members in good standing, as identified in Article II, are eligible for nomination and election as officers or Council Members. No member may be nominated for or hold more than one elected office at the same time.
3. There shall be one Council Member elected from each of five geographical regions and three Council Members elected on an 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. All accredited delegates are eligible to cast votes for all officer and Council Member positions. No more than one at-large Council Member may be from the same region.

REGION 1

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

REGION 2

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

REGION 3

Illinois      Indiana      Iowa      Kansas      Michigan      Minnesota  
Missouri      Nebraska      North Dakota      Ohio      South Dakota      Wisconsin      Canada

REGION 4

New Jersey      New York      Pennsylvania      Puerto Rico      US Virgin Islands

REGION 5

Connecticut      Maine      Massachusetts      New Hampshire      Rhode Island      Vermont

4. There shall be a Nominating Committee of three members appointed by the Council. No two members of the Nominating Committee may be from the same region. Service on the Nominating Committee shall bar candidacy for any national elective office or the Council during that election cycle.

5. A member may become a candidate for an officer or Council Member position by submitting to the Nominating Committee a petition, on a form to be provided by the Association, signed by at least six 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.

6. 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 Council shall establish 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. Officers and Council Members shall be eligible for election to their respective offices for no more than three consecutive full terms.

10. A vacancy occurring on the Council, or in the office of Vice-President or Secretary-Treasurer 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 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 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 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 members in each chapter may elect to each meeting of the Association not more than one delegate from that chapter for each 250 members or fraction thereof, up to a maximum of 10 delegates. Delegates must be 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.

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

6. On request of one-fifth of the accredited delegates 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 shall be entitled to a number of votes equal to the number of members in good standing at their respective

chapters as of April 1 of the year of the meeting. 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.

7. 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 members in a given institution number seven or more, 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. It shall be the duty of a chapter to designate an officer to report to the Association the names of the officers of the chapter, 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.

3. 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 two-thirds vote of the Council. A chapter whose charter has been suspended or revoked by the Council may appeal the Council decision to a meeting of the Association. The charter suspension or revocation shall remain in effect pending such an appeal. If the meeting sustains the appeal, the chapter shall have its charter restored.

4. 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.

5. 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) that election of officers be by secret ballot, and (iii) that only members may be nominated, vote, and hold office, and (b) otherwise be consistent with the provisions of this Constitution and 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**

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. 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. Council will consider formal recommendations on the purposes, structure, and work of the Association from conferences.

#### **ARTICLE IX – AMENDMENTS**

1. This Constitution may be amended by a vote of two-thirds of the delegates present and voting at a meeting of the Association. The Association shall transmit a proposed amendment to the membership 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 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.