

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 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 a bargaining unit 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, 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. **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 and persons serving as higher education administrators.

2. The admission of members shall require two steps:

a. **Application.** Application for active, graduate student, and associate membership shall be made

¹ Last amended at the One Hundred Third Annual Meeting of the Association in Washington, D.C., June 17, 2017.

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.

3. Membership in good standing shall require that the member remit the dues established by the Association. Members who fall in arrears by fifteen days will have their membership automatically suspended. A suspended member may be readmitted as a member upon payment of a reinstatement fee, if any, in an amount established by the Council, and all dues in arrears.

4. 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".

5. A member may resign by notifying the Association, and may be expelled for cause 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 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 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 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 the Annual Meeting 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, (d) the former Presidents of the Association for a period of three years immediately following their term as President, and (e) twenty-eight directly-elected 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 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. 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 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; (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 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 by telephone, letter, or electronic communication, of the date, time and place of the meeting. Ten 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 eight members of the Council.

5. Members of the Council 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, 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 – 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. Timing: Election of officers and Council members shall be conducted every two years, in even-numbered years. 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. Eligibility: Only qualified members, as identified in Article II, are eligible for nomination and election as officers or members of the Council, which offices shall be filled by a vote of the qualified members by the process described herein.

4. Districts: There shall be ten geographical districts 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 the entire qualified membership shall elect four "at-large" Council members and the four officers. No more than two at-large Council members may be from the same district.

5. Nominating Committee: There shall be a Nominating Committee of five members, 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. 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.

b. A member shall become a nominee for an at-large Council position by submitting to the Nominating Committee a petition signed by at least six qualified members of the Association.

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. Election rules: Elections shall be by secret ballot. 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.

8. Term Limits: The 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 shall be eligible for election to their respective offices for no more than two consecutive full terms. The Secretary-Treasurer shall be eligible for election to that office with no limit on the number of terms.

9. Filling Vacancies: 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. 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 meet annually except when prevented by war or other national emergency and upon the call of the Council as provided elsewhere in this Constitution. 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 twenty-five qualified members or fraction thereof 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.

4. All members of the Association shall be entitled to the privileges of the floor, but only qualified members may vote.

5. 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 a weighted vote, the accredited delegates from each chapter shall be entitled to a number of votes equal to the number of qualified members at the institution. In case a chapter has more than one delegate, each delegate shall be entitled to an equal portion of the votes to which the chapter is entitled. 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.

6. 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 qualified 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 or approval is given by the Council. 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 report to the Association the names of the officers of the chapter and to conduct the correspondence of the chapter with the Association.

2. The charter of a chapter may be 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, 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 Annual Meeting sustains the appeal the chapter shall have its charter restored.

3. 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.

4. Each chapter shall adopt bylaws governing its activities and functions. Such bylaws shall include the provision that election of officers be by secret ballot, that only qualified members may be nominated, vote, and hold office, and 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, 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. 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 XI – AMENDMENTS

1. This Constitution may be amended by a two-thirds vote of a meeting of the Association. The Association shall transmit a proposed amendment to 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.