**CONSTITUTION AND BY-LAWS**

UNIVERSITY OF WASHINGTON CHAPTER

AMERICAN ASSOCIATION OF UNIVERSITY PROFESSORS

**CONSTITUTION and BYLAWS**

# Article I: Name

The name of this organization is the University of Washington (UW) Chapter of the American Association of University Professors (AAUP or the Association), hereinafter termed the “UW Chapter.”

# Article II: Purposes

The Mission of the UW Chapter is to uphold faculty academic freedom, a public good that ensures the highest level of teaching, research, scholarship and service. We are accountable to the public and to the judgment of our professions. We advocate for faculty being at the forefront of all academic decisions of the University through meaningful shared governance, and we strive to improve working conditions for all classes of faculty on all of our campuses. We guard against the erosion of faculty status, promote faculty diversity, oppose the privatization of the academy, and advocate to keep higher education affordable and excellent in Washington State.

*The Purposes of the UW Chapter are to:*

1. Support the policies and goals of the Association as set forth in Article 1 of the AAUP constitution, and in all matters act in harmony with the principles and procedures of national Association and its constitution;

2. Facilitate the cooperation of 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.

3. Defend academic freedom at the University of Washington and throughout academe;

4. Encourage faculty participation in governance University of Washington;

5. Protect and advance the professional status and interests of all faculty;

6. Facilitate the dissemination of information on higher education principles and practices;

7. Inform the academic community about AAUP standards and policy statements; and

8. Develop necessary and proper UW Chapter programs for the accomplishment of the aforementioned purposes.

In furtherance of the purposes described above, but not in limitation thereof, the UW Chapter shall have power to conduct studies; to disseminate statistics and other information; to educate and inform the state legislature, Congress, and state and federal elected officials about the interests of UW faculty and higher education in the state of Washington, to engage in appropriate fundraising activities; to conduct promotional activities, including advertising and publicity, in or by any suitable manner of media; to hold such property as is necessary to accomplish its purposes; and to employ individuals to further its purposes under Article II. The UW Chapter is organized and operated for the above stated purposes, and for other nonprofit purposes. No part of its assets, income, or profits shall be distributable to, or inure to the benefit of, any individual, except in consideration of services rendered.

# Article IV: Board, Officers, Elections, Terms of office and Duties

## At large Board

The UW Chapter shall be led by a Board of at-large members, elected every other year during even numbered years, from among its dues-paying members. The Executive Committee of the Board will consist of the 6 executive officers (including the Past-President). Election provisions for officers and 15 “at large” Board members are detailed below. The “Nominating and Membership” committee shall nominate 15 to 30 “at large” UW Chapter board members by January 1st every other year (during even numbered years), to ensure a total board size of 21 persons. Each UW chapter dues-paying member may vote for 15 “at-large” board nominees, no more than one vote per nominee. The top 15 vote receivers will serve on the board for the next two academic years. The “Nominating and Membership” committee will also select at least one but not more than 2 nominees for each executive officer position.

## Executive Officers

The executive officers of this organization shall be the President, Vice President, Secretary, Membership Secretary, Treasurer and Past President. The “Nominating and Membership” committee shall nominate no more than two candidates for each of these offices (except Past-President) to be elected by the dues-paying members of the UW Chapter. Each officer nominee receiving “yes” votes from more than half those voting shall serve in the office for the term designated.

## Elections

The biannual election for both at-large board members and officers shall take place during the spring quarter preceding the service year. The vote shall be conducted electronically, with ballots distributed to all dues-paying members of the UW Chapter by a third party entity to be selected by the Executive Committee.

1. 60 days prior to the election, the Nominating and Membership Committee shall nominate no more than two persons to fill each executive officer position, and no more than 30 nominees for at-large positions. The committee shall notify the Executive Committee no later than 45 days prior to the election of the nominees determined by the Nominating and Membership Committee.
2. No later than 45 days before the election, the Nominating and Membership Committee shall invite candidates for election to submit a candidate statement of no more than 250 words for the ballot. Candidate submissions shall be due to the Nominating and Membership committee no later than 14 days after receiving notice of nomination.
3. No later than 30 days prior to the election, the Nominating and Membership Committee shall send to the membership electronically: a list of candidates, the candidates’ submitted statements, and notification that the election will be electronic and that ballots should arrive electronically in the following 10 days.
4. The election will be electronic. All members in good standing must provide current electronic contact information to the Chapter.
5. Members of Record will be able to vote for write-in candidates.
6. Members of record as of the day of the election shall be eligible to vote.
7. The Nominating and Membership Committee shall direct the balloting organization to send the ballot to the membership no later than 10 days after the list of candidates is emailed to the membership. The election will remain open no less than 10 days and no more than 20. The Nominating and Membership Committee will send no fewer than one (1) “remember to vote” email message to the general membership.
8. The Nominating and Membership Committee shall confirm the results of the electronic election. The Board and the newly elected officers shall be notified of the election results via email first, followed by an email to the membership. The newly elected officers shall be provided with names, departmental affiliations, addresses, email addresses and telephone numbers of both the new and outgoing officers and contact information for all chairs and members of the standing committees.
9. Newly elected officers shall attend the Executive Committee meeting held immediately following the election, and their terms shall commence at the end of the Annual Conference meeting.

## Terms of office

Terms of office for “at large” and elected officers shall be two years. The Past-President serves for a two-year term following the term in which s/he serves as President.

## Duties of board members and officers

At large board members: At large members are obligated to attend the regularly scheduled board meetings. They should promote membership in the UW Chapter, participate in revising the annual plan, assist in implementing the plan effectively, and vote on resolutions before the UW Chapter, among other duties.

President: The duties of the President shall include carrying out the policies and plans of the chapter, appointing all committees of the chapter, exercising general supervision over the activities of the chapter, and presiding at meetings of the chapter and executive committee. The President shall assign responsibility for moderating the UW Chapter list server. The President shall be a member ex officio of all committees.

Vice President: The duties of the Vice President shall include those usually appertaining to the office and those delegated by the President. In the absence of the President, the Vice President shall serve in the President's stead. The Vice President shall assume leadership on one or more strategic planning goals of the UW Chapter each year.

Secretary: The duties of the Secretary shall include keeping a record of all proceedings and correspondence of the UW Chapter, preparing or overseeing the preparation of newsletters for distribution to the faculty if such shall be desired, to provide the Association the names of the elected officers of the chapter and the chapter bylaws. The Secretary shall also ensure a record is maintained of all public documents, including minutes, annual plan, resolutions, official correspondence and other records (ideally by posting to website). In the absence of the President and Vice President, the Secretary shall preside at meetings of the chapter.

Membership Secretary: The Membership Secretary shall keep a spreadsheet of all UW Chapter dues-paying members. Data on membership shall include date of joining, self-reported dues level, date of payment (or enrollment in payroll-deduction), and UW email address. The Membership Secretary shall coordinate with the Treasurer to ensure the Treasurer is collecting and dispersing dues monies appropriately. The Membership Secretary is responsible for ensuring all dues-paying members are eligible to belong to the UW Chapter in accordance with these bylaws.

Treasurer: The Treasurer shall keep an accurate record of all funds received and disbursed. At the request of the executive committee, the Treasurer shall prepare an annual chapter budget and report of finances, and submit them for approval. It shall be the duty of the Treasurer to remit to the Association and/or to the applicable state conference any dues collected on behalf of the Association and/or conference. In the absence of the President, Vice President, and Secretary, the Treasurer shall preside at meetings of the chapter.

Past President: The Past-President’s primary role is to provide institutional memory and continuity, to provide mentorship to new officers, and to support stability within the UW Chapter. The Past-President could assume specific duties, such as responsibility to provide leadership on one or more annual plan goals or to moderate the list server.

When an executive officer has resigned or becomes disqualified, the office shall be filled by a special election of the chapter, which shall be held as promptly as is feasible. The executive committee is empowered to fill vacancies in any elective office until a special election is held. The person so elected shall hold office for the remainder of the term.

When an at-large member has resigned or becomes disqualified, the office may remain vacant until the next regularly-scheduled election. Should the executive committee determine the position should be filled more quickly, a special election should be conducted as for officer vacancies, above.

# Article V: Membership and Dues

Any member of the UW faculty in any faculty rank, including any graduate student, is eligible to join the UW Chapter.

The UW Chapter Board shall establish the dues schedule from time to time that is adjusted in accordance with a graduated scale, based on self-reported annual gross UW salary. The dues structure will include Association dues, state conference dues, and UW chapter dues in one collective payment. The Dues schedule shall be published on the UW Chapter website.

# Article VI: Committees

## A. Executive Committee

The executive committee shall consist of the elected executive officers of the chapter and the immediate Past President. A majority of the executive committee shall constitute a quorum for conduct of business of the committee. The executive committee shall assume responsibility for the chapter's continuing effective presence at the institution, keeping all positions on the executive committee filled as vacancies occur. The executive committee shall:

1. Meet regularly;

2. Respond to faculty members seeking assistance;

3. Conduct the business of the chapter between meetings;

4. Regularly recruit members and encourage maintenance of membership;

5. Make necessary appointments to complete an unexpired term of any officer;

6. Set the agenda with appropriate notice for chapter meetings;

7. Consult regularly with the administration on matters of mutual interest; and

8. Respond to inquiries from the media.

9. Shall make appointments to all other Committees of the Chapter.

## B. Nominating and Membership Committee

The Nominating and Membership committee shall be chaired by the Membership Secretary. The committee has two duties: 1) Nominate at-large board members on an bi-annual basis, and 2) Nominate executive officer candidates as vacancies occur (in response to term expiration, resignation, or ineligibility). The committee shall conduct the elections to fill these positions, ensuring ballots are distributed to dues-paying members and are collected and tallied appropriately. The committee shall also recruit new members and encourage the maintenance of membership.

## C. Committee A

As protecting and promoting academic freedom is a central function of the UW Chapter, “Committee A” shall be established either on a standing or as-needed basis to consider cases and problems that arise in response to threats.

## D. Other Committees

The chapter may create additional standing and ad hoc committees as necessary to promote the welfare of the chapter..

# Article IX: Meetings

The UW Chapter shall hold approximately monthly board meetings, as well as one annual meeting for all dues-paying members. All meetings shall be announced on the UW Chapter website.

Special meetings of the chapter may be called by the President or a majority of the executive committee. Written notice of such meetings shall be provided each member by the Secretary of the chapter at least five days in advance of the meeting date. The President shall call special meetings of the chapter within seven days of being so directed by the executive committee or by a petition signed by ten percent of the members.

The quorum required for the transaction of business at all meetings of the chapter shall consist of 11 members.

# Article X: Dissolution

Upon dissolution of the chapter, its assets shall be distributed to the Association, a charitable and educational organization.

# Article XI: Amendments

These bylaws may be amended by majority vote of the members, provided that a notice setting forth the proposed amendment or amendments an explanation thereof and known objections thereto shall have been sent to each member at least thirty days prior to the vote. Any dues-paying member of the UW Chapter may initiate an amendment.

# Article XII: Rules of Order

Roberts Rules of Order Revised shall be the authority for the UW Chapter in matters of procedure not specified above.

# Article XIII: Ratification

This supersedes the previous Constitution and will be ratified by electronic ballot upon affirmative vote of a two-thirds (2/3) majority of those voting, in accordance with the procedures for amendment of that Constitution.

Enacted this \_\_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_in the year 2013.