**CONSTITUTION AND BY-LAWS**

UNIVERSITY OF WASHINGTON CHAPTER

AMERICAN ASSOCIATION OF UNIVERSITY PROFESSORS

# 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 AAUP Chapter.”

# Article II: Purposes

The Mission of the UW AAUP 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 AAUP 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. Promote the interests and values of public higher education and resist austerity measures in Washington State and elsewhere;

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

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

In furtherance of the purposes described above, but not in limitation thereof, the UW AAUP 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 AAUP 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 III: Board, Officers, Elections, Committees, Terms of office and Duties

## A. Board,  Executive officers

The UW AAUP Chapter shall be led by a Board of Directors, elected every other year during even numbered years, from among its dues-paying members. The Board can vary in size, but should comprise no fewer than 12 and no more than 20 members. The UW AAUP Chapter Board is responsible for conducting the business of the UW AAUP Chapter between meetings, and ensuring the organization’s continuing effective presence at the institution.

The executive officers of this organization shall be the President, Vice President, Secretary, Membership Secretary, and Treasurer. The president, in collaboration with the Board of Directors, shall:

1. Call meetings, set the agenda, notify the members and conduct regular meetings of the board;
2. Establish and populate committees;
3. Conduct the business of the UW AAUP 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. Respond to faculty members seeking assistance;
7. Consult regularly with the administration and Faculty Senate on matters of mutual interest; and
8. Respond to inquiries from the media.

## B. Nominating & membership committee & elections

Members of the “Nominating and Membership” committee are chosen by the Executive Committee from the at-large board.  The committee, to be chaired by the Membership Secretary, shall nominate no more than two candidates  for each position (at-large as well as officers) to be elected by the dues-paying members of the UW AAUP Chapter. The committee shall conduct the elections to fill these positions, ensuring ballots are distributed to dues-paying members and are collected and tallied appropriately. It is desirable to have one independent non-board member monitor elections returns.

The committee shall also recruit new UW AAUP Chapter members and encourage the maintenance of membership.The Membership Secretary shall also work with the board to replace any executive officers who leave their positions before the end of their terms because of resignation, or ineligibility.

### Elections

The biannual election for both at-large board members and officers shall be organized as the terms are expiring, generally during even-numbered years.

1. The Nominating and Membership Committee shall nominate no more than two persons to fill each executive officer position.
2. The Nominating and Membership Committee shall invite candidates for election to submit a candidate statement of no more than 250 words for the ballot.
3. After voters are presented with the ballot (to include candidate statements), they shall have two weeks to vote.
4. The vote shall be conducted electronically, with ballots distributed to all dues-paying members of the UW AAUP Chapter using a secure platform (such as WebQ or Google Forms).
5. All members in good standing before the election starts, who have provided current electronic contact information to the UW AAUP Chapter, shall be invited to vote.
6. Voters may write-in candidates.
7. For an uncontested seat, voters may select YES or NO; any candidate receiving 50+% of votes will be considered elected.
8. An independent AAUP member, but not a board member shall confirm the results of the electronic election.
9. When an executive officer or board member has resigned or becomes disqualified, the office may be filled on an interim basis by the board.
10. Email addresses of all board members will be added to a list server so as to receive all communication aimed at the board (currently named execaaup@uw.edu).

## C. Committee A

As protecting and promoting academic freedom is a central function of the UW AAUP 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 UW AAUP Chapter may create additional standing and ad hoc committees as necessary to promote the welfare of the organization.

## E. Terms & responsibilities of office

Board members should promote membership in the UW AAUP Chapter, participate in revising the annual plan, assist in implementing the plan effectively, and vote on resolutions before the UW AAUP Chapter, among other duties.

Terms of office for “at large” and officers shall be two years.  All officers and board members are eligible for re-election. Board members are expected to regularly attend meetings, which may be held in person or electronically, as well as to respond to email communications seeking their participation in on-line votes regarding matters that arise between meetings.

Board members may request excused absences to maintain good standing (for example, while on family or sabbatical leave). Those who fail to attend five meetings without notice may be removed from the board by the executive committee.

President: The duties of the President shall include carrying out the policies and plans of the UW AAUP Chapter, appointing all committees or working groups, exercising general supervision over organizational activities, including materials posted to the website, and presiding at board and executive committee meetings. The President shall be a member ex officio of all committees.

Vice President: The primary duty of the Vice President shall be to moderate the electronic e-mail list-server. In the absence of the President, the Vice President may serve in the President's stead.

Secretary: The duties of the Secretary shall include keeping a record of all proceedings and correspondence of the UW AAUP Chapter, preparing or overseeing the preparation of newsletters for distribution to the faculty if such shall be desired, to provide the national Association the names of the elected officers and the 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, the Secretary may serve in the President’s stead.

Membership Secretary: The Membership Secretary shall chair the Nominating and Membership committee, described above.

Treasurer: The Treasurer shall:

* Maintain a list of all UW AAUP Chapter dues-paying members and is responsible for ensuring all dues-paying members are eligible to vote in elections in accordance with these bylaws;
* Remit to the Association and/or to the applicable state conference any dues collected on behalf of the Association and/or conference;
* Keep an accurate record of all funds received and disbursed, and work with our UW fiscal sponsor to maintain our budget in good standing;
* Complete any IRS reporting requirements;
* In the absence of the President, Vice President, and Secretary, the Treasurer shall preside at meetings of the board; and
* Prepare an annual budget and report of finances, when requested.

# Article IV: Membership and Dues

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

The 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 national Association dues, state conference dues, and UW AAUP chapter dues in one collective payment. The Dues schedule shall be published on the website.

# Article V: Meetings

The UW AAUP Chapter shall hold approximately monthly board meetings, as well as one annual meeting for all dues-paying members. All meetings shall be publicly announced. Meetings may be held electronically.

Special board meetings may be called by the President or a majority of the executive committee. Written notice of such meetings shall be announced at least three days in advance of the meeting date. The President shall call special board meetings within seven days of being so directed by the board or by a petition signed by ten percent of the dues-paying members.

The quorum required for the transaction of business at all board meetings shall consist of the majority of the board.

# Article VI: Dissolution

Upon dissolution of the UW AAUP Chapter, its assets shall be distributed to the national AAUP.

# Article VII: Amendments

These bylaws may be amended by majority vote of the UW dues-paying AAUP UW Chapter members, provided notice proposing amendments is sent to each member at least thirty days prior to the vote. Any dues-paying member may initiate a bylaws amendment by proposing it to the board, which shall set the proposed language before the members for a vote (along with an explanation of reasons for and against adoption).

# Article IX: Rules of Order

Robert's Rules of Order Revised shall be the authority for the UW AAUP Chapter in matters of procedure not specified above.

# Article X:  Ratification

This document shall supersede any previous Constitution and Bylaws documents and will be ratified by electronic ballot upon affirmative vote of a two thirds majority of those voting, in accordance with the procedures for amendment of our Constitution.

Enacted this \_\_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_in the year 2020.

### REVISION HISTORY

1. 1980s bylaws were on paper.
2. 2013 UW AAUP Chapter adopted modern bylaws.
3. 2020 Proposed revisions set before members in November.