

## **CONSTITUTION**

Oregon Conference of the American Association of University Professors  
(AAUP-Oregon)

Adopted January 2013

Amended April 2017

### **Article I. Name of Organization**

The name of the organization shall be the Oregon Conference of the American Association of University Professors, and/or "AAUP-Oregon." The organization hereafter shall be referred to in the document as "the Conference." The Conference shall operate as a 501 (c) 5 labor organization in the State of Oregon.

### **Article II. Mission**

The Conference's mission is to advance the collective interests of affiliated AAUP Collective Bargaining and Advocacy chapters, the principles and practices of the American Association of University Professors (AAUP), and the overall interests of higher education faculty in Oregon through the promotion of excellence in higher education as an investment in Oregon's future.

### **Article III. Objectives**

The Conference shall:

1. Support the development of member chapters through member and leader training, consultation, and internal organizing.
2. Support collective bargaining in affiliated chapters and collaborate when appropriate. Assist advocacy chapters in their pursuit of collective bargaining, if requested.
3. Promote AAUP principles, policies, and best practices in colleges and universities in Oregon through the work of an active AAUP-Oregon Committee A.
4. Promote political action for the collective interests of affiliated chapters, as embodied in AAUP-Oregon objectives.
5. Promote academic quality, AAUP principles, and higher education best practices through communications and public relations.
6. Coordinate strategy and activities that promote AAUP-Oregon objectives with other higher education groups, labor unions, and National AAUP.
7. Organize AAUP Chapters on unorganized campuses and institutions.

The Conference is a labor organization under Section 501 (c) 5 of the Internal Revenue Code for the above stated purposes in the promotion of high quality higher education as an investment in Oregon's future.

#### **Article IV. Membership and Affiliation**

1. General – Membership shall consist of any AAUP members in the state of Oregon, whether in Collective Bargaining Chapters, Advocacy Chapters, or individual members.
2. Conference Membership
  - a. Conference Membership is open to any established advocacy or collective bargaining chapter of the AAUP in the State of Oregon.
  - b. AAUP Collective Bargaining and Advocacy Chapters
    - i. Oregon chapters shall seek membership to the Conference through a written affiliation request. A chapter may seek to withdraw from the Conference through a written request.
    - ii. A chapter may be expelled from membership by action of the Conference for failure to pay dues or for violating the Constitution and/or By-laws of the Conference.
    - iii. All AAUP individual members in Oregon are eligible for individual membership in the Conference.
3. All Members must remain in good standing with reference to Conference dues to participate in the affairs of the Conference.

#### **Article V. Conference Dues**

1. The Executive Committee shall determine the appropriate dues structure and present it to the general membership at the 2013 Annual Meeting of the Conference. Dues will be referenced in the Conference Bylaws.
2. The Conference's fiscal year shall run January 1 to December 31. The Treasurer and the President shall prepare an annual budget and submit it to the Executive Committee for approval at the Fall meeting.
3. Affiliate chapters are encouraged to automatically deduct member dues and deposit all dues to the conference on a monthly basis.
  - a. Conference members whose dues are payroll deducted from the employer through an agreement with the affiliated chapter shall be considered in good standing as long as their names appear on the employer's payroll deduction roster.
4. Nine-month employees who do not have twelve-month payroll agreements shall be considered to be in good standing through September 30 if there is a payroll deduction for the Conference on the last paycheck of spring term.
5. Chapters whose members do not have payroll deduction must remit dues of 0.15% of their previous year's income annually to the Conference at the beginning of each fiscal year, by January 31st. Individual members shall remit dues, annually, directly to the Conference. The Conference shall drop the

- membership of any member whose dues account is more than 3 months delinquent.
6. Chapters shall provide current rosters of all Conference dues paying members and fair share fee members each quarter.
  7. The Executive Committee may seek special assessments of the Conference membership.
    - a. A special assessment is the motion for monetary support from the general membership to meet the needs of an extraordinary challenge to Oregon higher education or the professoriate.
    - b. A special assessment cannot be used to meet the ongoing needs of the organization. A motion for a special assessment qualifies only if needed to fund a campaign or campaigns that are beyond the scope and mission of the Conference that are of such import that failure to take action on the part of the Conference could substantially diminish the role and/or influence of higher education faculty in Oregon. The special assessment must be of a specified amount to be used for a specified limited duration.
    - c. A special assessment must be motioned and adopted by the Executive Committee by a super majority (2/3) vote. Quorum is the full Committee. Once adopted, it must be presented to the annual conference meeting, or a special conference meeting called for this purpose. The conference meeting must pass the special assessment with normal quorum requirements.
    - d. Special assessment funds will not be co-mingled with Conference General Funds. Any funds remaining in the special assessment account after the campaigns are finished, whether successful or not, will be credited back to members or chapters on payroll deduction, or refunded.
    - e. Subsequent motions for special assessments may be made to fund successor activities subject to the same review and approval process of this section.
    - f. No membership penalty shall inure to members who fail to pay a special assessment pursuant to this section.

#### **Article VI. The Executive Committee**

1. The elective officers of the Oregon Conference of the AAUP shall be the President, Vice-President for Political Action, Vice-President for Academic Freedom and Governance, Vice -President for Membership and Organizing, Vice-President for Communications and Public Relations, the Secretary, and Treasurer.
2. The Executive Committee shall be the elective officers and:
  - a. A representative elected by the membership of each CB chapter, or designated in some other manner as determined by the chapter; representatives may hold an office in the chapter.
  - b. A representative elected by the total membership of the advocacy chapters, who may hold office in one of the advocacy chapters.

- c. An Advocate for Contingent Faculty, elected by the membership working as contingent teaching or research faculty, including in a post-doctoral capacity.
  - d. An Advocate for Academic Professionals, elected by the membership working as academic professionals.
  - e. An Advocate for Graduate Students, elected by the membership who are graduate students.
  - f. The President may invite the non-voting participation of an expert such as the immediate past President or a representative of a key group in deliberations of the Executive Committee.
3. Election or Appointment to the Executive Committee is open only to Conference members.
4. Terms and Term Limits:
  - a. The term of office of the elective officers shall be two years.
  - b. The president shall serve for a two-year term and shall be eligible for immediate re-election only twice, serving a possible total of three consecutive terms.
  - c. The vice-president positions shall serve for a two-year term and shall be eligible for immediate re-election only twice. The secretary and treasurer shall each serve for a two-year term and shall each be eligible for immediate re-election twice, serving a possible total of three consecutive terms.
  - d. Chapter and at-large representatives shall have two-year terms and be eligible for immediate re-election twice, serving a possible total of three consecutive terms.
5. President. The duties of the President shall include: carrying out the mandates of the Conference and Executive Committee, appointing all committees of the Conference, presiding at meetings of the Conference, serving as the Conference's representative and spokesperson, as well as developing and implementing public relations campaigns. The President shall lead the organizing of the Annual Conference. The president shall be an ex-officio member of each committee, but the President shall not be counted in determining a quorum in these committees. In the absence of the President, a Vice President may serve in the President's stead. The selection of Vice-President to serve in the President's absence shall be determined by majority vote of the Executive Committee. The President, in collaboration with Conference staff, shall coordinate with the chapter leaders, serve a primary role in affiliate chapter -leader development and general affiliate-chapter support.
6. Vice President of Political Action (VP-PA). The VP-PA shall be the chair of the Conference Legislative Committee and shall be responsible for the promotion of the Conference's mission through political action to include: adoption of conference policies and strategies for political action, candidate endorsement, and government policy regarding higher education and faculty. The VP-PA will work with coalition partners and other organizations to sponsor legislation and initiatives; support and endorse candidates; negotiate with government leaders

- about pending legislation, recommend positions for adoption to the Conference Executive Committee, testify at public hearings, and be available as a key resource to government bodies regarding higher education issues. The VP-PA will also coordinate the Conference Political Action Committee (PAC), if created, and be responsible for all PAC reporting.
7. Vice President for Academic Freedom and Governance (VP-AFG) The VP-AFG shall chair the Conference Committee A in coordination with National Committee A. The VP-AFG will assist affiliate chapters in grievance procedures, faculty handbook creation and enforcement, and/or faculty senate and shared governance issues.
  8. Vice President- Membership and Organizing (VP-MO). The VP-MO shall assist CB chapters with internal organizing, advocacy chapters that seek to organize into CB chapters, and AAUP members who seek to create AAUP chapters.
  9. Vice President- Communication and Public Relations (VP-CPR). The VP-CPR shall be responsible for developing and implementing communication strategy and public relations campaigns in serving the mission of the conference and in promoting quality higher education as an investment in Oregon's future. This position will work closely with staff in response to current issues facing the Conference and on strategy to shape public opinion favorable to higher education and faculty for the long term.
  10. Secretary. The duties of the secretary shall include keeping a record of all proceedings, correspondence of the Conference, membership rolls, and other duties designated by the Executive Committee.
  11. Treasurer. The duties of the Treasurer shall include collecting and distributing funds with the approval of the President and in coordination with Conference staff, maintaining appropriate financial records, preparing a preliminary budget for Executive Committee approval, making a financial report at each Conference meeting, hiring a consultant to conduct a yearly audit, complying with governmental reporting requirements and maintaining expertise in the requirements of Chicago Teachers Union, Local No. 1. AFT. AFL-CIO v. Hudson. 475 U.S. 292, 106 S.Ct. 1066 (1986) and its modifications from subsequent decisions, and other such duties designated by the Executive Committee.
  12. The Advocate for Contingent Faculty shall voice the contingent faculty perspective on all issues brought to the Executive Committee.
  13. The Advocate for Academic Professionals shall voice the academic professional perspective on all issues brought to the Executive Committee.
  14. The Advocate for Graduate Students shall voice the graduate student perspective on all issues brought to the Executive Committee.
  15. Any elected officer may be removed by the Executive Committee at any regular or special Conference meeting called for the purposes of recall. A recall election can be initiated by 2/3 of the Executive Committee voting in favor of recall, or by a petition of 50 Conference Members.
    - a. A recall special election will be called as a special meeting of the Conference in accordance with this Constitution.

- b. Any officer who thus becomes a disqualified person shall immediately, on the effective date of this disqualification, cease to be an officer, surrender all Conference property and records to Conference staff or the Conference President, and shall cease all officer activities.
16. Any officer may resign at any time by giving written notice to the President or the Secretary. Any such resignation shall take effect at the date of the receipt of this notice or at any later specified time, and unless otherwise specified, the acceptance of this resignation shall not be necessary to make it effective.
17. Vacancies of Office: If the presidency becomes vacant prior to the expiration of a term, one of the vice-presidents shall succeed to that office. The vice presidents shall immediately come together and elect by majority vote one of their number to the office of President. Should the Vice-Presidents deadlock, the new President shall be chosen from among the Vice Presidents by a majority vote of the Executive Committee. A vice-president succeeding to the presidency shall remain in office until the end of the term to which the president was elected. Succession to the presidency pro tempore in accordance with this section shall not affect eligibility for subsequent election to that office for two successive full terms.

If any office other than the presidency is vacated in the first year of the term, that office shall be filled by a special election of the Conference. The person so elected shall hold office for the remainder of the unexpired term. If an office is vacated in the second year of the term, the Executive Committee is empowered to fill the vacancy in elective office by appointment until the next scheduled election.
18. The Conference President shall serve as delegate to the annual meeting of the Assembly of State Conferences. The Conference may elect additional delegates to the annual meeting of the ASC via secret ballot of the general membership of the state conference. The number of ASC delegates, including the Conference President may not exceed four (4).

## **Article VII. Election of Officers**

1. Elections for officers of the Conference shall be held in conjunction with the Annual Conference each April. In odd years, elections will be held for the President, the VP of Academic Freedom and Governance, the Secretary, the advocacy chapters, and the Advocate for Academic Professionals. In even years, elections will be held for the VP for Political Action, the VP for Membership and Organizing, the Vice President- Communication and Public\_Relations, the Treasurer, the CB chapters, the Advocate for Contingent Faculty and the Advocate for Graduate Students .
2. The President shall convene a Nominating Committee of at least three members, by requesting each chapter President to solicit a chapter member to serve on the Nominating Committee. This designated member must agree to not run for office

- while serving on the Nominating Committee. The President, with the approval of the Executive Committee, shall direct the Nominating Committee to solicit nominations no later than January 7 each year. The nominating committee shall screen all proposed nominees to determine eligibility to hold office and resolve any potential conflicts of interest.
3. By February 1 the nominating committee shall nominate one or more persons to fill each elective position. The committee shall notify the Executive Committee by February 1 of the nominees determined by the Nominating Committee.
  4. By February 7 the Nominating 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 committee by Feb 21.
  5. The General Membership (hereinafter “the Membership”) shall consist of all members of chapters that are affiliates of the Conference and individual Members.
  6. By March 5 the Nominating Committee shall send to the membership via email: a list of candidates, the candidates’ submitted statements, and notification that the election will be electronic and that ballots should arrive in their email on or about March 10.
  7. The election will be electronic. All members in good standing must provide current e-mail addresses to the Conference. The Conference shall provide a paper ballot alternative for members who prefer not to vote electronically. Notification of the paper ballot alternative shall be sent via email with the slate of candidate and ballot notice pursuant to (6) above.
  8. Members of record as of Feb.15 shall be eligible to vote.
  9. The Nominating Committee shall direct the balloting organization to send the ballot to the membership on or about March 10. The election will remain open no less than 10 days and shall close no sooner than March 20. The nominating committee will send no fewer than one (1) “remember to vote” email message to the General membership between March 11 and March 19.
  10. The Nominating Committee shall confirm the results of the electronic election, and have counted any submitted paper ballots, as soon as practical after the ballot closes on March 20. 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, institutional 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.
  11. Newly elected officers shall attend the Executive Committee meeting held in conjunction with the Annual Conference; their terms shall commence at the end of the Annual Conference meeting.

#### **Article VIII. Annual Conference and Meetings of the General Membership**

1. The Annual Meeting of the Conference shall be a meeting of the General Membership, held in April at such time and place as may be decided on by the President, in consultation with the Executive Committee. The meeting shall be

- scheduled no less than six months in advance. The meeting shall be held in the State of Oregon. The agenda, with date, hour, and place of the meeting, shall be distributed to the membership at least seven days and no more than thirty days before the meeting. The President, in consultation with the Executive Committee, shall be primarily responsible for the program, which shall consider matters of significance to the professoriate and higher education in Oregon and provide an opportunity for transaction of Conference business, discussion and training. The Executive Committee shall hold its April quarterly meeting in conjunction with the Annual Conference.
2. Upon recommendation by the Executive Committee or at the written request of an affiliated Chapter representing at least 5 percent of the Conference Membership or a petition of at least 5 percent of Conference Membership, the President shall call a special meeting of the Membership. The President shall call such a special meeting not less than thirty calendar days nor more than sixty calendar days from the date the President receives notice of the call for a special meeting. The rules for convening such a special meeting shall be the same as those used for the Annual Meeting of the Conference.
  3. All those in the general membership are (except as otherwise directed by this Constitution or By-Laws) eligible to participate in the annual and special meetings of the Conference.
  4. The president shall appoint a parliamentarian for each meeting of the general membership.
  5. The powers and duties of the voting membership shall be to:
    - a. Direct the Executive Committee to undertake particular assignments on behalf of the Conference.
    - b. Elect Conference officers and members of the Executive Board.
    - c. Approve the level of conference dues and fees.
    - d. Effect changes and amendments to the Constitution and By-Laws.
    - e. Act upon resolutions offered for consideration by the general membership.
    - f. Censure administrations pursuant to a Committee AT investigation (as appropriate and in conjunction with National Committee A)
    - g. Affiliate with other related organizations that require additional member dues
    - h. Vote on Special Assessments
    - i. Act upon any other issue referred by the Executive Committee.
  6. The following provisions for voting at meetings of the general membership shall obtain:
    - a. The de facto rule for decision making during a General Membership meeting shall



- be that each member present may cast one vote, which shall count equally as every other individual vote.
- b. On request of five delegates present, the General Membership meeting shall shift to voting proportionally by roll call. In a proportional vote, delegates to a general membership meeting shall be selected by member chapters in accordance with the provisions of their Constitution and By-Laws. The number of delegates from each chapter shall be determined by the number of persons on its membership list at the end of January of each year. Each chapter shall be entitled to one delegate for each one hundred of its members, plus one for any next major fraction thereof. The names of accredited delegates shall be communicated to the Secretary by the President of each chapter by the commencement of the General Meeting
  - c. In a proportional vote, each accredited delegate from a given chapter will be entitled to an equal share of their chapters' votes. Any person in the general membership not belonging to a chapter thus represented shall be entitled to organize an ad hoc group(s) of not fewer than 51 members, who may cast one vote. When a proportional roll call vote is called, a 2/3 majority of delegates present may require that the vote be by e-mail or other means.
  - d. Delegates from at least two chapters that together represent at least 50% of the Membership shall constitute a quorum for the purpose of transacting business at meetings of the general membership.

#### **Article IX. Governance between Conference Meetings**

1. Governance of the Conference is vested in the General Membership meeting. Any decision taken by another body of the Conference may be appealed to the General Membership. Appeals will be heard at the regular Annual Meeting if the Annual Meeting is scheduled within 90 calendar days of the decision to be appealed. Appeals of decisions taken greater than 90 days prior to the next Annual Meeting will be heard by a Special Meeting, pursuant to Article 8, Section 2.
2. Governance of the Conference between General Membership meetings is vested in the Executive Committee, which shall meet quarterly, in January, April, July and October.
3. Quorum of the Executive Committee is one more than half of its members. Each member of the Executive Committee shall have one vote.
4. Voting on the Executive Committee may be done in absentia via proxy, or via telephone, email, or electronic polling. The Executive Committee will develop and adopt standing rules to enable any form of voting that is not herein described.
5. Except as otherwise provided in Article VIII, the Executive Committee shall determine what matters shall be brought to the annual conference for a vote.

6. The Executive Committee may adopt Standing Rules and Conference policy for any purpose not described herein.
7. The Executive Committee of the Conference shall conduct the business of the conference. In addition to its quarterly meetings, an additional meeting may be called by the President, or any 3 members of the Executive Committee. The Secretary shall schedule a meeting for an appropriate time and place. At least two weeks' notice must be provided to all Executive Committee members and to the Presidents of all affiliated chapters of any such meeting.
8. Meetings of the Executive Committee shall be open to all Conference members, except those meetings, or parts of meetings, wherein the Committee is in Executive Session. All personnel matters shall be discussed in Executive Session. The decision to enter Executive Session shall require a majority vote of the Executive Committee.
9. Actions taken by the Executive Committee between Conference meetings shall be announced to the Conference in writing as part of the annual meeting agenda.

#### **Article X. Standing, Special and Ad Hoc Committees**

1. By action of the Executive Committee, the Conference shall establish such standing, special, and ad hoc committees as are necessary to advance its work. This power to establish committees entails also the power to dissolve them.
2. The President shall appoint the Chair of the Nominating Committee from among its members.
3. The Executive Committee shall determine the size, composition, length of members' terms, and the charge to each committee. Committee Chairs shall consult with the President regarding the appointment of committee members.
4. Substantive changes to the charge of a committee, whether proposed by the committee itself or by others, shall be subject to approval by 2/3 majority of a quorum of the Executive Committee.
5. All those in the Membership shall be eligible to serve on a committee. Other qualified persons, whether AAUP members or not, may be appointed to serve in an ex-officio capacity on Conference committees, with the approval of the Executive Committee.
6. Committee meetings shall be open to the Membership unless a majority of committee members vote to meet in Executive Session. Chairs may invite other individuals, whether AAUP members or not, to attend Committee meetings.

#### **Article XI. By-laws**

1. The Conference shall adopt Bylaws that will not conflict with any Constitutional provision

#### **Article XII: Relationship between National AAUP and Oregon Conference**

1. The Oregon Conference will promote AAUP policies and principles as determined by the Conference Executive Committee.

### **Article XIII: Procedural Matters**

1. Rules of Order. The Executive Committee shall endeavor to reach consensus. When consensus is not possible, meetings shall be governed by Robert's Rules of Order (most current edition). Individuals chairing meetings of the Conference (including, but not limited to Executive Committee meetings) may appoint a parliamentarian for each meeting. The Annual Conference meeting shall follow Robert's Rules of Order (most current edition).
2. Dissolution. In the event of the dissolution of the Conference, the last Board shall cause all of the property and assets of the Conference to be assigned, transferred, and conveyed to the member chapters of the Conference in proportion to membership.
3. Voting. Unless otherwise specified, voting shall be conducted by electronic ballot.
4. Resolutions. Resolutions brought before the Conference, as determined by the Executive Committee, may be passed by a 51% majority of the delegates present.
5. Enabling Act. This Constitution is enabled and replaces the Conference Constitution of record through Article XVI Section 5- Enabling Act pursuant to the Re-Commencement Provisions of this Constitution.

### **Article XIV. Conference Staff**

The Executive Committee shall hire staff as necessary to conduct the business of the Conference. Staff shall report to the Conference President. The Executive Committee shall adopt policy regarding the employment contract and conditions of employment.

### **Article XV. No Private Inurement**

1. No part of the net earnings of this organization shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation.

### **Article XVI. Amendments**

1. Amendments to this Constitution may be proposed by a 2/3 affirmative vote of a quorum of the Executive Committee at a regular or special meeting of the Conference, provided that a notice describing the proposed amendment(s) and its rationale be provided to each Executive Committee member at least 30 days prior to the meeting.
2. Amendments to this Constitution may be proposed to the Executive Committee by petition of twenty (20) percent of the Conference membership.

3. Amendments shall be made as required by any law, or any change in Conference operations that requires constitutional amendment.
4. Upon a two-thirds majority vote of the Executive Committee, the proposed amendment(s) and rationale(s) shall be communicated via e-mail to the General Membership, at least thirty days before the vote. The vote shall be held either at General Membership meeting or electronically, and shall pass with a two-thirds majority of those voting.

#### **Article XVII. Re-convention Provisions**

1. Prior to the effective re-convention of the Conference and the formal election of officers in accordance with this Constitution, the Conference Constitution may be modified or amended by the majority vote of the Interim Executive Committee in Accordance with Article VIII and communicated to the membership in accordance with the Conference Bylaws Article VI- Addition or Revisions to Bylaws. This Constitution will go into effect immediately upon adoption by the attendees of interested parties at the January 2013 Conference planning meeting and shall replace the Conference Constitution of record. For the purposes of adoption an interested party is a faculty member employed in an Oregon institution attending the Conference planning meeting with an interest in his organization's affiliation with the Conference.
2. This Constitution may be amended by a 2/3 affirmative vote of the Executive Committee through March 31<sup>st</sup>, 2015. Any amendments thus implemented shall be reported out to the subsequent General Membership meeting of the State Conference.
3. The first officers of the reconvened Conference shall serve at least a full two year term before standing for re-election; thus some officers will serve for three years during the re-convention period. The first odd year election (article VII, number 1) will take place in 2015.