

# **PSA/AAUP Constitution and Bylaws**

## **PSA/AAUP CONSTITUTION**

### **PREAMBLE**

The Professional Staff Association (PSA) is a democratic membership organization, created by employees of NJIT, which exists primarily to negotiate with the NJIT administration over terms and conditions of employment, and to uphold the resulting agreements it negotiates on behalf of the membership. This Constitution and Bylaws define how the PSA fulfills these purposes.

The PSA was recognized by NJIT (then called the Newark College of Engineering) and by the New Jersey Public Employment Relations Commission (PERC), as the exclusive collective negotiations representative for the Faculty and Professional Staff, in 1970 under public law 303. In 1988, the PSA voted to affiliate with the American Association of University Professors (AAUP), on behalf of the instructional staff members in its unit, hence PSA/AAUP<sup>1</sup>.

The PSA represents employees within the PSA's Negotiations Unit, as defined by the NJIT PSA/AAUP Collective Negotiations Agreement. The PSA is governed by its elected Officers and Governing Board, all of whom are peer employees and volunteers. It fulfills its functions with the assistance of PSA staff, legal counsel, and other outside advisors hired to advise and assist the PSA. The PSA strives for the greater good of the members and employees within its representative unit, of NJIT, and of academia in general.

### **ARTICLE I**

This Association shall be known as the New Jersey Institute of Technology Professional Staff Association/American Association of University Professors, Inc. (“Association” or “PSA”). The Association is affiliated with the American Association of University Professors (“AAUP”).

### **ARTICLE II**

The Membership of the Association is the highest authority of the Association and shall be empowered to take or direct any action not inconsistent with this Constitution or the Association’s Bylaws. Between membership meetings the Governing Board shall be empowered to take or direct any action not inconsistent with this Constitution or the Association’s Bylaws. Between Governing Board meetings, the President of the Association shall exercise general administrative authority and shall be empowered to act on behalf of the Association to the extent that business requires prompt and decisive action.

### **ARTICLE III**

The purposes of the Association are:

---

<sup>1</sup> The term “Professional Staff,” as used at the time that the Association was first certified, encompassed all members of the certified negotiations unit, including all full-time members of the Instructional Staff. Over time, as an increasing number of non-instructional staff have been incorporated into the unit, the term has also come to refer to non-instructional members of the unit.

1. To serve as the representative of the employees within the Association's Negotiations Unit ("Unit") at the New Jersey Institute of Technology ("NJIT" or "Institute") in any collective negotiations conducted pursuant to the New Jersey Employer-Employee Relations Act ("Act") concerning terms and conditions of employment. Pursuant to the provisions of the Act, the Association is authorized to negotiate on behalf of employees within the Unit, and to assist employees within the Unit in enforcing provisions of agreements embodying such terms and conditions of employment.
2. To originate and promote efforts on behalf of employees in the Unit in support of suitable conditions of employment, whether or not mandatorily negotiable under New Jersey law, including but not limited to, quality institutional research, modern educational facilities, and policies and goals directed toward increased excellence in higher education.
3. To cooperate with and support employees within the Unit (e.g the Institute's Faculty, Lecturers and Professional Staff) in maintaining and enhancing governance at the Institution.
4. To support, as a matter of general policy, only those aims, plans, policies and recommendations, which are in the best interests of the employees at NJIT that comprise the Association's Unit taken as a whole.

#### **ARTICLE IV Institutional Governance**

1. The Association shall advocate on behalf of the Faculty of the New Jersey Institute of Technology, and make its best efforts to cooperate with the Faculty governance bodies in order to maintain and promote best practices associated with faculty governance in institutions of higher learning. This advocacy and cooperation shall be aimed at promoting the autonomous functioning of the Faculty in those matters traditionally associated with faculty governance. Nothing in this document is intended in any way to abrogate the traditional rights, privileges and responsibilities of the Faculty in their determination of and participation in institutional governance. Neither does this Constitution preclude the Association from acting on behalf of Faculty at the request of the Faculty. The Governing Board of the Association shall cooperate with the Faculty Senate, or any successor bodies, to promote the interests of the Unit in all matters of mutual interest and concern, especially with regard to actions relating to Faculty governance at the Institute.
2. The Association shall advocate on behalf of NJIT's Lecturers and make its best efforts to cooperate with the Lecturers and Educators Congress, or any successor bodies, to promote the interests of Lecturers.
3. The Association shall advocate on behalf of NJIT's Professional Staff and makes its best efforts to cooperate with the Staff Council, or any successor bodies, to promote the interests of non-instructional Professional Staff in its unit.
4. The Association's cooperation with existing governance bodies, where it believes such cooperation serves the interests of employees within its Unit, shall not entail relinquishing its role and authority as the legal representative of employees within its Unit in matters involving mandatory subjects of negotiations as defined by New Jersey law.

## **ARTICLE V Membership**

All employees within the PSA's Negotiations Unit, as defined by the NJIT PSA/AAUP Collective Negotiations Agreement (e.g. Full Time Faculty, Lecturers, Research Professors, Professors of Practice, and Professional Staff) are eligible for membership in the PSA.

**Section 1. Members:** Any employee within the Unit who affirmatively signs and submits a membership card to the Association and pays membership dues and current assessments shall be considered a member of the Association.

A member is considered to be in good standing if they are current in their dues payments and if they are not under sanction for some Association-related misconduct as defined in the Bylaws.

Each member in good standing has the right run for an elected seat, to nominate and vote, express opinions on all subjects before the Association, to attend all membership meetings and express views on all matters properly before the meeting, and generally to participate in activities of the Association in a responsible manner consistent with good conscience. These rights shall be subject at all times to the rules of procedure governing meetings and other rules contained in this Constitution and the Association's Bylaws.

Any member whose non-reappointment, suspension or termination of employment by NJIT is subject to review under the grievance procedures established by Agreement may retain membership in the Association until such time as all grievance procedures have been exhausted. If such a member is not on payroll they will maintain membership notwithstanding the fact that they are not subject to dues. If, however, they ultimately receive backpay, or other compensation, as a result of a positive decision and/or settlement, such payments are subject to dues.

**Section 2. Life Members:** All members at the time of retirement shall become Life members of the Association. Life Members shall enjoy all privileges of the Association except those of voting and holding elective office and shall be exempt from the payment of all dues and assessments.

**Section 3. Non-Discrimination:** No person may be denied membership in the Association, or any of the rights associated with membership on account of race, religion, age, national origin, sex, sexual orientation, gender identity or expression, disability, veteran status, political affiliation, political belief, or any other basis prohibited by law.

## **ARTICLE VI Governing Board**

**Section 1. The Governing Board.** The Governing Board shall be elected from among the members of the Association. The number of members in the Governing Board and the method for election or recall of any member of the Governing Board is provided for in the Bylaws. Any vacancy among the representatives and Officers, other than that of President, shall be filled for the remainder of the applicable term by the Governing Board.

**Section 2. Term of Office.** The term of office for all Officers and representatives shall be two years. In any year the members of the newly constituted Governing Board shall assume the duties of their offices on July 1, providing the election results have been certified. If exceptional circumstances prevent the certification of an election result until after the July 1 in the year of the election, any newly elected member will assume their duties following the certification of their election, which will occur as soon as reasonably possible after July 1.

**Section 3. Selection of Officers.** The President and Vice Presidents shall be elected. The President, with approval of the Governing Board, shall appoint the Treasurer and Secretary (or Secretary/Treasurer) from among the members of the Association. The Treasurer and Secretary (or Secretary/Treasurer) can be removed by the Governing Board by a majority vote. The method for the election or removal of any other officer or representative is provided for in the Bylaws.

**Section 4. Meetings of the Governing Board.** The Governing Board shall meet at the call of the President for planning, making recommendations, and for executing the purposes of the Association as provided for in the Constitution and Bylaws. The Governing Board shall meet at least twelve (12) times per Academic Year, at regularly scheduled times announced in advance barring any extraordinary circumstances. In addition, the President may call a special meeting if the President deems such a meeting necessary, or shall call such a meeting at the request of a majority of the members of the Governing Board. Meetings of the Governing Board may be attended by any members of the Association as observers. When specific matters requiring confidentiality are to be discussed the President, or the majority of the Governing Board present and voting, can vote to go into executive session, from which observers shall be excluded unless invited because there is a specific need for their attendance, because of the confidentiality or sensitivity of the matter to be discussed.

**Section 5. Duties and Powers Governing Board.** The Governing Board shall carry out the purposes of the Association as provided for in the Constitution and in the Bylaws. The Board shall have the power to collect funds required to conduct the business of the Association. It shall also be empowered to accept gifts and bequests to the Association. It shall be empowered to administer all funds and properties of the Association. Except as otherwise provided for in the Bylaws, the Governing Board shall not enter into any Unit-wide collective negotiations agreements affecting conditions of employment of employees within the Negotiations Unit without the express approval or ratification of the Association's members. The Governing Board shall have the power to settle grievances on behalf of the Association, and to determine whether a grievance should be brought to binding arbitration, and to enter into agreements with NJIT affecting the terms and conditions of employment for unit employees during the term of a collective negotiations agreement. The Governing Board shall disseminate information regarding its activities. It shall have the power to delegate specific responsibilities, subject to its oversight, to individual members of the Association, Association committees, employees within the Association, and outside advisors hired to work on behalf of the Association. The Governing Board shall have the power to fill any vacancy among the representatives or Vice Presidents for the remainder of the applicable term with a member in good standing.

## **ARTICLE VII Officers**

**Section 1. Officers of the Association.** Officers of the Association shall be a President, a Faculty Vice President (representing all full time Faculty, and instructional and research staff members), a Professional Staff Vice President, a Secretary, and a Treasurer (or a Secretary/Treasurer). The President and the Vice Presidents shall be members of the Governing Board and shall be elected for terms of two years, and may be elected to succeed themselves. The method for the election of these Officers is provided for in the Bylaws. The elected officers shall assume the duties of their offices on July 1 of the year of the election or after the election results have been certified, whichever occurs later. The Secretary and Treasurer (or Secretary/Treasurer) shall each be appointed by the President with the approval of the Governing Board for a term of one year and may be reappointed for succeeding terms.

## **Section 2. Duties of the Officers.**

**A. President.** The President is the chief executive officer of the Association and shall be empowered to act as the official representative on behalf of the best interest of the entire Unit. When necessary, the President is empowered to act on behalf of the Association between meetings of the Governing Board. The President shall call meetings of the Governing Board and the Association and shall preside at such meetings. The President shall appoint standing and special committees in accordance with the provisions of Article VIII of this Constitution. The President shall be Chair of the Negotiations Committee, an ex-officio member of all other committees, and shall perform such other duties as necessary. The President is empowered to hire staff to work on behalf of the Association and to set the terms and conditions of employment for such staff, in compliance with applicable laws and applicable collective negotiations agreements if any, with the advice and consent of the Governing Board. The President is empowered to hire professional advisors on behalf of the Association, to assist with negotiations and other matters.

**B. Vice Presidents.** A Vice President, in the absence of the President, shall perform all of the duties and enjoy all the privileges of that office according to the Bylaws. Should the President of the Association be unable to fulfill the duties of office, the Governing Board shall elect either the Faculty Vice President or the Professional Staff Vice President to the office of President. That individual shall serve in that capacity for the remainder of the two-year term. The Governing Board will select an appropriate member Faculty or Staff for the corresponding vice presidency to serve for the remainder of the term. The Vice Presidents shall perform such other duties as directed by the President.

**C. Treasurer.** The Treasurer shall be responsible for overseeing the collection of all funds of the Association, and shall have custody of such funds, shall pay out such funds as are necessary upon approval of the Governing Board, shall keep the accounts of the Association, shall make an annual itemized report in writing of such accounts and shall perform other such duties as necessary.

**D. Secretary.** The Secretary shall keep a proper record of all meetings of the Association and of the Governing Board. The Secretary shall carry on such correspondence as is necessary in the transaction of the business of the Association. The Secretary shall make available a copy of the Constitution, the Bylaws and the records of any meetings, to any member requesting them. The Secretary shall be custodian of the Association records, excepting financial records. The Secretary shall perform such other duties as necessary.

**E. Secretary/Treasurer.** The offices of Secretary and Treasurer may be combined at the discretion of the President with approval of the Governing Board.

**F. Delegation to PSA Staff.** Specific duties enumerated in Sections C and D of this Article may be delegated to Association staff under the supervision of the Secretary and/or Treasurer and/or Secretary/Treasurer.

## **ARTICLE VIII Committees**

Members of Associations committees shall be appointed and discharged by the President with the advice and consent of the Governing Board. Members of committees must be members of the Association in good standing.

## **ARTICLE IX Conference Delegates**

The President, with the advice and consent of the Governing Board, shall have the power to decide whether or not to send a delegation to any national conference of the AAUP, or any other organization to which the Association affiliates pursuant to the Constitution and Bylaws of the Association. If it decides that such a delegation should be sent, Delegates will be chosen according to the rules set forth in the Bylaws.

## **ARTICLE X Association Records**

The official records and accounts of the Association and of its Governing Board, Officers, and committees shall be kept in books provided by the Association which shall be the property of the Association and, exclusive of privileged information, including for example grievance files, confidential labor management communications, and privileged communications between Association representatives and the Association's legal counsel, shall be open to the inspection of its members at the Association office upon reasonable notice and the selection of a mutually agreeable date and time. Every Officer, member or employee of the Association having funds, papers, books, records, or property of any description belonging to the Association shall relinquish the same on demand to any person authorized by the Officers to receive them.

## **ARTICLE XI Quorum**

The quorum for a meeting of the Association shall be 10% of the members of the Association. The quorum for a meeting of the Governing Board, or any committee, shall be a majority of the members of the particular group.

## **ARTICLE XII Advice and Consent**

Advice and Consent, as used in this Constitution and the Association Bylaws, mean that the Governing Board shall be informed of any decision and/or appointment subject to Advice and Consent. Any member of the Governing Board may make a motion to reject the decision or appointment subject to Advice and Consent. If seconded, and a majority of members of the Governing Board present vote to reject the decision or appointment at issue, the decision or appointment will not take effect. Absent such a motion, or if a majority fail to vote to reject, the decision or appointment will take effect.

## **ARTICLE XIII Amendments to the Constitution**

**Section 1. Proposal of Amendments.** Amendments to the Constitution may be proposed for consideration either by the Governing Board or by a petition signed by not less than fifty (50) members of the Association who are in good standing.

**Section 2. Consideration of Amendments.** Consideration of proposed amendments to the Constitution must be considered at a Regular Association meeting, or at a Special Meeting called for this purpose. Proposed amendments shall be provided to the membership at least one week in advance of such meeting.

**Section 3. Ratification.** Ratification of approved amendments shall require a minimum ballot return of 25% of the Association's members and a minimum of 60% of the ballots cast must be in favor of the proposed amendment for it to pass. The vote for ratification shall be overseen by the Election Committee as appointed by the Governing Board and may be conducted electronically or by mail ballot.

# PSA/AAUP B Y L A W S

## ARTICLE I.

### FISCAL YEAR, BUDGET, DUES AND ASSESSMENTS

**Section 1. Fiscal Year.** The fiscal year of the New Jersey Institute of Technology Professional Staff Association/American Association of University Professors, Inc. (“Association” or “PSA”), shall begin on July 1 and end June 30.

**Section 2. Annual Budget.** Each year before the regular fall meeting of the Association, the proposed annual budget for the Association shall be presented to the Governing Board for approval. Adoption of the budget shall require a majority vote of the Governing Board. The Treasurer (or Secretary/Treasurer), President, Vice Presidents and the Association staff shall present the approved budget at the regular fall meeting of the Association.

### Section 3. Dues and Assessments.

**A. Dues.** Dues are paid by automatic payroll deduction installments. Changes in the Association’s dues shall require approval of the Governing Board and ratification by the members. Ratification shall require a minimum ballot return of 25% of the Association’s members and a minimum of 60% of the ballots cast must be in favor of the proposed change in Association dues for it to pass. The vote for ratification shall be overseen by the Election Committee as appointed by the Governing Board and may be conducted electronically or by mail ballot.

**B. Assessments.** Assessments to cover unforeseen documented expenses incurred by the Association shall be billed to every member of the Association. Assessments shall be proposed by the Governing Board and approved by two-thirds majority of the members of the Governing Board.

## ARTICLE II.

### MEETINGS OF THE ASSOCIATION

#### A. Meetings of the Membership

**Section 1. Regular Meetings.** At least one Regular Association membership meeting shall be held in the fall semester and one in the spring semester.

**Section 2. Special Meetings.** Special Association membership meetings may be called by the President, or by a majority vote of the Governing Board, at any time.

**Section 3. Notices.** Notices of regular meetings and their agendas shall be publicized no less than five (5) business days in advance of such meetings. Special and ratification meetings shall require individual notification and their agendas shall be publicized in advance of such meetings.

**Section 4. Voting on New Items.** Any motion relating to an item not on the published agenda cannot be voted upon at that meeting without the approval of two-thirds of the membership present.

**Section 5. Minutes.** Minutes of each meeting of the Association shall be available from the Association office no later than ten days after the date of such a meeting.

## **B. Meetings of the Governing Board**

**Section 1. Regular and Special Meetings.** Procedures for scheduling and holding Regular or Special Meetings of the Governing Board are provided in the Constitution Article VI, Section 4.

**Section 2. Notices.** Notices of Regular Meetings shall be distributed at the beginning of each semester. Their agendas shall be publicized no less than two (2) business days in advance of such meetings. Special meetings shall require individual notification and their agendas shall be publicized in advance of such meetings.

**Section 3. Voting on New Items.** Any motion relating to an item not on the published agenda cannot be voted upon at that meeting without the approval of two-thirds of the Governing Board present.

**Section 4. Minutes.** Minutes of each meeting of the Governing Board shall be available from the Association office no later than ten business days after the date of such a meeting. Where a meeting involved an executive session, minutes made available to the general membership shall note that there was an executive session and the reason, in general terms, for such a session, but will not provide further details of what was discussed.

## **ARTICLE III COOPERATION AND AFFILIATION**

**Section 1. Cooperation.** The Association may cooperate or consult informally with other groups, organizations, or entities in order to facilitate the achievement of its purposes.

**Section 2. Formal Affiliation.** Decisions concerning formal affiliation with any group or organization (or disaffiliation therefrom) for the purpose of enhancing the Association's effectiveness in collective negotiations and/or for other Association purposes shall be in accordance with the procedures described herein for amending the Constitution.

## **ARTICLE IV COMMITTEES**

Standing Committees (those enumerated below) are those required to be created and maintained under these Bylaws. Additional Committees can be created, as needed, by the President and/or the Governing Board. All Committees, and their Chairs shall, unless otherwise provided below, be appointed by the President from among the members of the Association with the advice and consent of the Governing Board.

**Section 1. Budget Committee.** The Budget Committee shall consist of no fewer than three (3) members. It shall assist the Treasurer (or Treasurer/Secretary), the Association Staff and the Governing Board in preparing the annual budget and overseeing the finances of Chapter.

**Section 2. Research Committee.** The Research Committee shall consist of no fewer than three (3) members. It shall advise and serve in the gathering, and interpretation of data and information necessary to the fulfillment of Association purposes.



**Section 3. Membership Committee.** The Membership Committee shall consist of no fewer than three (3) members. This committee shall engage, educate and encourage employees within the Negotiations Unit to join the Association as members.

**Section 4. Negotiations Committee.**

**A. Duties.** The President shall serve as Chair. It shall act as the negotiating team in connection with negotiations for collective negotiations agreements and successor collective negotiation agreements. It may assist in other negotiations affecting the terms and conditions of employment of employees within the Unit, if assigned to do so by the President and/or Governing Board.

**B. Negotiated Agreements.** All comprehensive collective negotiations agreements covering all employees within the Unit shall be ratified by a minimum ballot return of 25% of the Association's membership and a minimum of 60% of the ballots cast must be in favor of the proposal for it to pass. Balloting shall be accomplished by a method agreed upon by the Election Committee and approved by the Governing Board.

**Section 5. Grievance Committee.** The Grievance Committee shall consist of no fewer than three (3) members. The Committee shall assist in meeting the commitments of the Association to the employees within the Negotiations Unit with respect to any grievance and appeals, and shall assist in providing representation to unit members and employees within the unit in disciplinary meetings and due process hearings and other investigatory meetings.

**Section 6. Election Committee.**

**A. Duties.** The Committee shall be responsible for overseeing the conduct of Chapter elections as outlined in Article VI, including the announcement of elections, the nominations process, the voting process, the tabulation of results, and the certification of election outcomes.

**B. Composition.** The Election Committee shall consist of no fewer than three (3) members in good standing appointed by the President and approved by the Governing Board. The Election Committee shall select its own Chairperson. No member of the Committee may be a candidate for any office in the election to be overseen.

**Section 7. Other Committees and Representatives.** Additional Committees can be created, on an as-needed basis, by the President and/or the Governing Board, and can be disbanded if and when they are no longer needed. Association representatives on labor-management committees created pursuant to the collective negotiations' agreement shall be appointed by the President with advice and consent of the Governing Board. With the advice and consent of the Governing Board, the President may appoint liaisons to the Faculty Senate, the Lecturers and Educators Congress and/or the Staff Council, as well as any newly created or successor bodies tasked with governance and/or advisory functions on behalf of employees who are part of the Association's Negotiations unit.

**ARTICLE V  
ELECTIONS, APPOINTMENTS, RECALL**

In the Spring Semester of each year, the Election Committee will oversee elections for all positions which are expected to become vacant on June 30. These include elections for Divisional Representatives, Professional Staff, At-Large, and Officer Positions. Elections for Divisional Representatives shall normally occur in the first two weeks of March. A call for Nominations for the Professional Staff, At-Large and

Officer Positions shall normally occur by March 22. Nominations for these positions shall normally be received by the Elections Committee by April 15. Elections for these positions shall normally begin on April 22 and the voting period will be at least five (5) business days. Each year, at the start of the election process, the Elections Committee will clearly communicate the timeline of elections to the members of the Association. Should Delegates to a national conference need to be selected, the Elections Committee will determine the timing of any such election.

## **Section 1. Nominations**

**Officer Positions.** The Election Committee shall solicit nominations for the offices of President, Faculty Vice President, and Professional Staff Vice President from the members of the Governing Board, and from the membership, normally no later than March 22. In order to be eligible to run for an officer position a member must be an Association member in good standing for at least three (3) years as of March 1 of the year of the election. Any member in good standing may nominate themselves, or any other member in good standing who meets the required qualifications. However, to nominate another member to run for a position you must be eligible to vote for the position in question (e.g., only a Faculty member or Lecturer can nominate someone to serve as Faculty Vice President). Nominations shall be made, normally, no later than April 15. Members who are nominated by others must accept their nomination in order to become a candidate. A list of candidates shall be distributed to the membership for vote, normally, by April 22.

**Academic Division, Professional Staff and At-Large Positions.** The Election Committee shall solicit nominations for all open positions. Any member in good standing may nominate themselves, or any other member in good standing who meets the required qualifications. However, to nominate another member to run for a position, you must be eligible to vote for the position in question (e.g., only a Faculty member or Lecturer from a given division can nominate someone to serve as a representative for that division). Members who are nominated by others must accept their nomination in order to become a candidate. Solicitation of nominations for Academic Division Representatives shall normally begin no later than March 1. Nominations for Professional Staff and At-Large Positions shall normally be solicited between March 22 and April 15. A list of candidates for Professional Staff and At-Large representative positions shall normally be distributed to the membership by April 22.

**Delegates to the Annual AAUP or other Conferences.** If the Governing Board has decided to send a delegation to the national conference of the AAUP or other organizations to which it is affiliated, the Election Committee will inform the relevant group(s) (Faculty/Lecturers and/or Professional Staff) among the membership of the Delegate positions to be filled and solicit nominations for these positions. For the AAUP or other conferences that focus on academic matters, only Faculty and Lecturer members who are members of the Association in good standing may serve as Delegates, or vote for such Delegates. For conferences that focus on Professional Staff matters, only Professional Staff members who are members of the Association in good standing may serve as Delegates, or vote for such Delegates. Any member in good standing may nominate themselves, or any other member in good standing who meets the required qualifications, however, to nominate another member to run for a position you must be eligible to vote for the position in question. Members in good standing who are currently serving as representatives or officers and/or are planning to run for election or reelection to representative or officer positions, may also run for Delegate positions and serve as Delegates. Members who are nominated by others must accept their nomination in order to become a candidate. The Election Committee will decide on the timetable of the nomination and election period, based on timing of the national conference in question. A list of candidates for Delegate positions shall be distributed to the Governing Board at least one week prior to the Governing Board electing the Delegates.

**Section 2. Acceptable Voting Methods.** Voting for Academic Division Representatives can occur by one of the following three methods: (1) voting at a Department/School meeting; (2) voting by anonymous paper ballots in sealed envelopes; or (3) electronic voting, using an anonymous electronic voting system. Voting for Officer, Professional Staff and At-Large positions, and for Delegates to a national conference can occur by one of the following two methods: (1) voting by anonymous paper ballots in sealed envelopes; or (2) electronic voting, using an anonymous electronic voting system. Any anonymous electronic voting system that is used must have been approved by the Governing Board. For elections, involving Officer, Professional Staff, At-Large, and Delegate positions, the Governing Board decides the method of voting.

**Section 3. Election of Governing Board Representatives.** Members of the Governing Board shall be nominated and elected in accordance with the rules and regulations as specified in these Bylaws. There shall be one voting division for each academic department or school with ten (10) or more members. Each academic voting division shall have one (1) representative on the Governing Board; the Professional Staff shall have seven (7) representatives to the Governing Board. There will be five (5) At-Large representatives with two (2) to be voted upon one year and the remaining three (3) to be voted upon in the succeeding year. A division may have, at most, three (3) of its members on the Board, not including Officers: one assured divisional representative; the others, if elected, as At-Large representatives originating from that division. If an election results in more than three (3) representatives being chosen for any division, the candidate from that division with the fewest votes, who otherwise would have been elected, shall be found to be ineligible to serve.

**A.** The election of divisional representatives, where there is more than one candidate, shall take place during the first two weeks of March. Where there is only one candidate no election will be conducted. In order to be declared the divisional representative, the member must receive the votes of a majority of the voting members in that division. If no candidate receives a majority of votes, a run-off election will be immediately held by the same method as the original election between the top two vote getters.

**B.** Elections to fill Professional Staff and At-Large will be overseen by the Elections Committee. Unsuccessful candidates for divisional positions shall be eligible to run for At-Large positions. Elections will only be conducted for Professional Staff or At-Large positions when there are more candidates than open positions. A vote shall be considered valid when and only when a ballot indicates a vote for the number of Professional Staff and At-Large candidates that is equal to the number of Professional Staff and At-Large positions available for that election, respectively. The voting period must be at least five (5) business days.

**Section 4. Election of Officers.** The election shall be overseen by the Election Committee. The President and Vice Presidents shall be elected by a simple majority of votes cast by the members. The voting period must be at least five (5) business days. If only one eligible candidate is nominated for a position no election will be held. If no candidate receives a simple majority, a run-off election shall be held between the two (2) candidates with the largest number of votes. If an election is contested and required, members may exercise the option of writing-in candidates. Write-in candidates must have been members in good standing for at least three (3) years prior to March 1 of the year of election.

**Section 5. Election of Delegates.** If the Governing Board has decided to send a delegation to a national conference/convention of the AAUP or other organizations to which it is affiliated, the Election Committee shall oversee the election. The Governing Board shall elect Delegates. Each eligible voter may vote for up to the number of candidates equivalent to the number of Delegates allocated to the Association by the organization holding the conference/convention. Delegate positions will be awarded to the top vote getters (i.e., if the Association is entitled to send three Delegates to the Conference, Delegate positions will be

awarded to the top three vote getters). No election will be held if the number of candidates does not exceed the number of Delegates to be selected.

**Section 6. Terms of Office.** The term of office for all elected Governing Board representatives and Officers shall be two years. Terms for non-Officer representatives shall be staggered so that approximately one half of the seats become vacant each year. Delegates, if any, do not have terms and will serve to attend the conference to which they have been elected.

**Section 7. Recall of Elected Officers and Representatives.** Recall of any individual divisional representative of the Governing Board may be accomplished by a vote of two-thirds of the entire membership of the individual's division. Initiation of a divisional recall election shall be by a petition signed by at least twenty-five percent (25%) of the entire membership of the representative's division. Recall of any At-Large representative of the Governing Board may be accomplished by a vote of two-thirds of the entire membership of the Association. Initiative of an At-Large recall election shall be by a petition signed by at least twenty-five percent (25%) of the entire membership of the Association. Recall elections shall be overseen by the Election Committee. In the case of a divisional recall election, any member of the Election Committee from the division in question will recuse themselves from involvement in overseeing the election. Any Officer may be removed by a two-thirds vote of all of the members of the Governing Board. Such recall is subject to appeal to the membership pursuant to the appeal procedures contained in Article VI of these Bylaws.

**Section 8. Election Protests.** Protests concerning the conduct of the election must be filed in writing with the Association office within five (5) business days of the date on which the results of the election being protested are announced to the membership. Such protests, including decisions concerning the appropriate remedy for any violation of election procedures, shall be adjudicated by the Governing Board with any candidate for the position at issue being recused from the deliberations and any role in determining the outcome of the protest. Any determination made by the Governing Board concerning a protest can be appealed in writing to Governing Board within five (5) business days of the protesting party receiving notice of the outcome of the protest. Appeals from the final determination of the Governing Board, if any, will be heard at the next Membership Meeting. The decision of the Governing Board can be overturned by a vote of two-thirds of the members present at the Membership Meeting where the appeal is heard.

**Section 9. Additional Provisions.** Candidates for any position shall have the right to submit a statement of no more than 500 words to the Association, which the Association will distribute to the membership eligible to vote in the election at issue with the balloting material. Candidates for any contested office shall be entitled to be present, or to send a representative, who must also be a member in good standing, to observe the tabulation of votes for the election in which they are a candidate. The Association shall maintain all records, including ballots, for any contested election, for a minimum of one (1) calendar year following the completion of the election, including the resolution of any election protest. Where dictated by emergency situations, elections may be postponed, in which case they should be held as soon as reasonably possible.

## **ARTICLE VI**

### **Discipline**

The term "discipline," as used herein, shall include, censure, suspension or expulsion from membership, or removal from office.

Except for non-payment of dues, no member of the Association may be disciplined unless such member has been: (a) served with written charges setting forth with sufficient particularity the basis of charge or charges; and (b) given a reasonable time to prepare a defense; and (c) afforded a full and fair hearing.

### **Section 1. Violations**

A member, including elected representatives and Officers may be disciplined as herein provided for the following reasons: (a) for misappropriating or attempting to misappropriate money or property of the Association; (b) for failure to comply with any proper order or decision of the Association issued by a body or officer authorized to make such an order or decision; (c) for seeking to destroy or impair the effectiveness or existence of the Association as an institution; (d) for misconduct as an officer of the Association, including the failure to fulfill duties and obligations as an Officer; (e) for failure to pay dues owed to the Association; and (f) for bringing charges against another member without a good faith basis for doing so.

### **Section 2. Filing of Charges Procedure**

All charges shall be in writing and shall be filed with the President of the Association, unless made against the President, who shall promptly transmit by mail a copy of such charges to the accused. If the charges are against the President, they shall be filed with one of the Vice-Presidents. The accused shall be given written notice of the charges and an opportunity to respond to the charges, in writing, within two weeks of when they receive notice of the charges. Charges may be brought by a majority vote of the Governing Board or by an individual member. If brought by an individual member, the Governing Board will consider the charge and the response, if any, and will make a threshold determination as to whether there is a sufficient basis to proceed to a hearing. Such a determination will be made by a majority vote with any members of the Board directly involved in the matter, including any Board member who brought the charge and any Board member accused of wrongdoing recusing themselves from consideration of the matter. In cases where the Governing Board has brought the charge at issue, or voted to have individually brought charges brought proceed to a hearing, the accused will receive notice of the time and place of the hearing on the charges, which hearing shall take place within such time as will afford to the accused a reasonable time to prepare a defense, but not earlier than four weeks after the charges are transmitted to the accused, when the charges were brought by the Governing Board, or when charges are brought by an individual, within two weeks of the accused being notified that the Governing Board has voted to proceed to a hearing.

### **Section 3. Hearing**

The hearing shall be held by the Governing Board of the Association, with any member of the Governing Board who brought the charges at issue, or against whom the charges were brought, recused from consideration of the matter. The party bringing the charges may present the basis of the charges, including evidence, to the Governing Board. The accused shall be afforded a full and fair hearing. The accused shall have the right to be represented at the hearing by a member in good standing; to be confronted by the accuser; to question all witnesses who may testify against the accused and to present such relevant evidence in defense as the accused may deem necessary. The Governing Board shall have the right to receive any testimony which it deems necessary and relevant and shall have power to control the conduct of the hearing and the manner of presentation of evidence. The Governing Board shall make a sufficient record of the hearing to show the essential facts presented but need not keep a verbatim account of the hearing. The Governing Board shall have the right to proceed with the hearing notwithstanding the failure of the accused to appear at the hearing pursuant to the notice of hearing, and its findings shall have the same force and effect as if the accused had appeared.

#### **Section 4. Findings and Appeals**

A vote of two-thirds of the Governing Board is required for a guilty finding on any disciplinary charges, whether brought against a member, representative or officer. The Governing Board shall report its findings to the membership. A member found guilty of a charge brought against them may appeal this finding to the membership by submitting an appeal in writing to the Governing Board within five (5) business days of receiving notice of the finding. Any such appeal will be decided by the members present at the next regular membership meeting of the Association. All action taken on appeals by the membership meeting shall require a two-thirds vote of the members present. If the Governing Board orders the suspension or removal from office of a representative or officer, such suspension or removal shall be effective immediately and shall remain in effect unless and until such order is overturned by the membership on appeal. In such cases the resulting vacancy can be filled in accordance with the Constitution and Bylaws. The chosen replacement shall vacate the position in the event of a successful appeal.

#### **ARTICLE VII RULES OF ORDER**

*Robert's Rules of Order* shall govern the meetings of the Association, the Governing Board and all committees, insofar as these rules are consistent with the Constitution and Bylaws of the Association.

#### **ARTICLE VIII AMENDMENTS TO THE BYLAWS**

The procedure for amending the Bylaws is the same as that for amending the Constitution.

Revised October 2022