

## **CONSTITUTION AND BYLAWS OF THE NEW YORK STATE CONFERENCE AAUP (Rev. 4/4/2025)**

### **ARTICLE I: Name and Purpose**

1. The name of this organization shall be The New York State Conference of the American Association of University Professors (NYSC AAUP).
2. The purpose of this Conference shall be to initiate, advance, and coordinate action on the state level consistent with the principles and procedures of the American Association of University Professors (AAUP), and to foster the goals of the Association in coordination with other AAUP bodies.

### **ARTICLE II: Membership**

1. All AAUP in-service members in good standing in New York State are members of the New York State Conference. Individuals who previously qualified as a member of the New York State Conference may continue as a member of the New York State Conference even if they are no longer employed in higher education.

### **ARTICLE III: Officers, Committees, Councils, Executive Director, and Newsletter Editor**

1. The officers who constitute the Administrative Committee (AC) of the Conference shall be the President, the Vice President, the Secretary, and the Treasurer. They shall perform the duties specified in this Constitution and its Bylaws, as well as carry out the functions usually appertaining to their respective offices. The Administrative Committee shall meet between Executive Council (EC) meetings to conduct such business as the President deems necessary. All actions of the Administrative Committee shall be reported to the Executive Council within ten (10) days and said Council may revise any actions of the Administrative Committee. The Administrative Committee shall prepare the agendas for meetings of the Executive Council.
2. There shall be an Executive Council (EC) chaired by the President. The Council shall consist of the following: the officers of the Conference; four (4) At-large members; the National Council members elected from the REGION (4) that includes New York State and are NYSC members; and the elected National AAUP Officers who are members of the NYS Conference. EC members who are not elected per Article IV: Election of Officers and At-Large Executive Council Members will serve in a non-voting capacity. The Executive Council shall meet at least twice a year. These meetings may be concurrent with Conference meetings. The Executive Council shall make policy on all matters that come before the Conference, except those items reserved for the members of the fall and spring meetings of the Conference.
3. There shall be a Steering Committee (SC), chaired by the President, that shall consist of the Administrative Committee (AC), the Executive Council (EC), and the Chairs of standing Conference committees and councils. It will also include the Executive Director and Communication Director in an ex officio nonvoting capacity. The Steering Committee shall meet no less than two (2) times a year and may meet concurrently with the Executive Council. The

Steering Committee shall discuss and offer advice on issues brought to it by the President. Only those members of the Steering Committee who also are members of the Executive Council (EC) shall vote to make policy on all matters that come before the Conference.

4. The Executive Council shall appoint an Executive Director and other paid employees of the Conference, and the Newsletter Editor, whether paid or unpaid; shall set the term of service for each; shall conduct regular reviews of the services provided, possibly using the Administrative Committee to carry out the reviews and make recommendations; and, if necessary, shall dismiss for cause, following AAUP principles in such a matter.

5. The Newsletter Editor shall oversee and coordinate with the Executive Director the issuing of the newsletter and other Conference publications.

#### 6. Audit Committee

- a. There shall be an Audit Committee consisting of the Vice President and two (2) At-large Members of the Executive Committee as appointed by the President. As Chair of the Audit Committee, the Vice President shall have access to the Treasurer's accounts and reports as a backup and/or in case of an emergency. The Audit Committee may also review the financial records, bills, receipts, and other related records of the New York Conference and inspect any financial reports or other reports filed with the Department of Labor (DOL) or other governmental agencies; such inspection includes the right to examine all financial records used to prepare such reports.
- b. Biannually the Audit Committee shall review the periodic reports of the Treasurer as presented at the meetings of the Executive Council and of the Conference. The Audit Committee may also review the financial records, bills, receipts, and other related records of the New York Conference, in order to verify the accuracy of such financial reports and records.
- c. At least every two years, in conjunction with the preparation of federal and NYS tax documentation, the Audit Committee shall arrange for an outside external review of the NYSC AAUP accounts using an accounting firm selected and approved by the Audit Committee. Under normal circumstances this will consist of a compilation report done by an accounting firm chosen by the Audit Committee. The Audit Committee may also inspect any financial reports or other reports filed with the Department of Labor (DOL) or other governmental agencies; such inspection includes the right to examine all financial records used to prepare such reports.
- d. Upon the completion of an outside review, the Audit Committee shall issue a written report to the Executive Council certifying the results of the examination. Any problems or discrepancies discovered through the examination shall be reported to the Executive Council. The Audit Committee and the Executive Council shall work with the Treasurer to take appropriate action to resolve any problems or discrepancies identified.
- e. The final report will be made available to the membership.

## 7. Finance Committee

- a. There shall be a Finance Committee chaired by the President, Secretary, or an elected At-large Executive Council member who is not serving on the Audit Committee. The purpose of the committee is to consult with the treasurer for the purpose of formulating a budget.
- b. Prior to the Fall and Spring meetings, the Finance Committee shall review the biannual report of the Treasurer and have access to all NYSC AAUP finance-related information.
- c. The Finance Committee shall consult with the Treasurer concerning the investment of the assets of the Conference.
- d. After consultation with the Treasurer, the Finance Committee shall make recommendations to the Executive Council (EC) on any matter that has financial implications for the Conference.

8. With the approval of the Executive Council, the President may appoint an auditor, a parliamentarian, and special committees or task forces to serve for a special term to consider matters of special interest to the Conference.

9. The President shall recommend to the Executive Council for approval the chairs and members of standing committees and councils, and the termination of the services of committee chairs and members when deemed necessary for the interests of the Conference.

## **Article IV: Election of Officers and At-Large Executive Council Members**

### 1. Terms of Office

- a. Beginning in 2024, elections in the New York Conference will take place every four (4) years. The President, Vice President, and two (2) At-large members shall serve four (4) year terms, beginning in 2020.
- b. The Secretary, Treasurer and two (2) At-large members elected in 2018 shall serve a four (4) year term. Elections for these four (4) offices will be held in 2022 for two (2) year transitional terms. The Secretary, Treasurer and all At-large members shall serve four (4) year terms, beginning in 2024.
- c. Officers and At-large members of the Executive Council shall be elected by secret ballot of the membership.
- d. Officers and At-large members of the Executive Council shall take office on June 1 following the notice of their election by the NY Conference Election Committee.

2. The President shall be able to stand for two (2) more successive terms as President following his or her first term. There shall be no other term limits for any office.

3. Procedures for the Election of Officers and Members At-large

- a. There shall be a three-member Election Committee and an alternate, no two (2) of whom may be from the same chapter, to supervise the nomination and election process.
- b. The Committee shall be elected by the Conference for one (1) election cycle at the spring meeting prior to the election it will supervise.
- c. Those running for election or who are on the Election Appeals Committee may not serve on the Election Committee.
- d. The Election Committee shall elect its own chairperson. Should there be a vacancy on the committee it will be filled by the alternate for the remainder of the term.
- e. No later than July 1 of the year preceding an election, the Election Committee shall issue a call for nominations. This call shall contain the following: the positions to be filled; the term of office for each position; the procedures for nominations, including the person to whom nominations shall be sent; the deadline for the submission of nominations; the eligibility requirements for candidates; delegate positions to be filled by virtue of holding a specific elected office, if any; and any other federally or state mandated notifications.
- f. Nominations shall close no earlier than November 1. The Election Committee shall contact all nominees to verify their willingness to stand for election. The Election Committee will verify candidates are eligible to hold office in accordance with the NYS AAUP Constitution and any other federal and/or state regulations.
  1. Candidates who have been determined ineligible to run for office shall have the right to appeal the finding to the Election Appeals Committee. Such appeal must be made within seven (7) business days of notification of the candidate's ineligibility. The Election Appeals Committee shall decide upon the appeal within ten (10) business days of receiving the appeal.
- g. All AAUP members, except Associate members, living full time in or working in higher education in New York State, who, as of the date that nominations for the NY Conference election close, have been AAUP members in good standing continuously since July 1 of the calendar year preceding the call for nominations, are qualified to run for elected office. A member of the New York State Conference cannot be a member of another conference.
  1. Retirees need not live in New York State, nor work in higher education in New York, to be qualified to run for office in the New York Conference so long as they have been AAUP members in good standing continuously since July 1 of

the calendar year preceding the call for nominations and belong to the New York Conference.

- h. Nominations may be made by petition, or by members submitting a nomination by U.S. mail or e-mail. The nomination should be sent to the Chair of the Election Committee. An e-mail nomination should have the word 'Nominations' in the subject line. To be nominated, a candidate must have four (4) signatures of members from a minimum of two (2) chapters or institutions in New York State. Each person who submits a nomination must be a member in good standing of AAUP at the time he or she submits the nomination. Retired members in good standing, who meet the requirements for eligibility found in IV, 4, g, may also submit nominations. The Election Committee will report periodically to the Executive Director on the progress of the nomination process.
- i. Candidate names on election ballots shall be listed alphabetically by surname. Eligible candidates' legal names shall appear on the ballot. Eligible candidates may indicate to the Election Committee if they wish to include a familiar name on the ballot. Write-in candidates are not permitted.
- j. If, at the close of the nomination period, there is only one (1) eligible nominee for the President, Vice-President, Secretary, or Treasurer position (i.e., an eligible nominee is running unopposed), the eligible nominee for such position shall be considered elected by acclamation and no balloted election for that position shall take place. If, at the close of the nomination period, there are no more eligible candidates than open At-large positions, the At-large candidates shall be considered elected by acclamation and no balloted election for the At-large positions shall take place. If there are fewer eligible candidates than positions, a new election cycle shall begin for the unfilled position(s).
- k. Candidates' statements shall be published in NY Academe in the issue prior to the date of the election. The Election Committee shall consult with the Editor of NY Academe about the date of this pre-election issue, and then notify all candidates of the final date on which their statements must be received by the Chair of the Election Committee. Candidates shall receive a minimum of three (3) weeks to submit their statements. The Chair of the Election Committee shall notify each candidate upon receipt of her or his statement. Statements received after the final date for submission of statements will not be accepted. For each position, the statements of candidates shall appear in alphabetical order by surname.
- l. The President, Vice-President, Secretary, and Treasurer shall be elected by a majority of the votes cast. If more than one (1) ballot is necessary to obtain a majority vote, the two (2) candidates carrying the highest number of votes for that office on the first ballot shall be placed on a second ballot.
- m. The top two (2) vote getters among candidates for At-large members will assume the positions in the 2020 and 2022 elections. The top four (4) vote getters among candidates for At-large members will assume the positions in subsequent elections. If

there is a tie among At-large vote getters that necessitates a second election (e.g., two [2] or more candidates have the same number of votes that would tie them for the last open At-large member position on the ballot), only those vote getters who are tied for the last open position shall be on the second ballot.

- n. Elections shall be completed by March 15 of the election year.

#### 4. Succession of Officers

- a. In the event the President cannot complete his/her term, the Vice President shall complete the term until the next general election.
- b. In the event that the Vice President cannot complete his/her term, the Secretary shall complete the term until the next general election.
- c. After serving temporarily as President or Vice-President the officer shall resume his/her office for the remainder of his/her term.
- d. In the event that the Secretary or Treasurer cannot complete his/her term, the Executive Council, by a majority of those voting shall elect a replacement to serve until the next general election.
- e. In the event that any office becomes vacant, and the succession is not covered by the provisions of Article IV, Section 5, the Executive Council shall, by a majority of those voting, select a person to fill this office until the next general election.

5. Due regard for geographical and institutional representation shall be exercised in seeking nominees for positions in which insufficient nominations have been received.

6. The Conference shall elect a three (3) member Election Appeals Committee at the spring meeting prior to an election. No person who serves on the Election Committee or who subsequently becomes a candidate for office in the New York Conference may serve on the Election Appeals Committee. Any vacancy on the Election Appeals Committee shall be filled by the Executive Council, by a majority of those voting. The Executive Director will keep the secret ballots from the election for one (1) year following the election. A protest to the election proceedings must be filed within sixty (60) days of the election to the Executive Director of the Conference. The Election Appeals Committee will resolve the protest.

### **ARTICLE V: Conference Meetings**

1. There shall be spring and fall meetings of the Conference. The dates and location shall be determined by the Executive Council. The meetings may be held concurrently with the fall and spring meetings of the Executive Council. Adequate notice of the meeting shall be given to all Conference members. The meetings shall consider all matters on the agenda of the Executive Council, but voting on those issues shall be limited to the members of the Executive Council, except for the following:

- a. Consideration and approval of the budget at the fall meeting,
  - b. Election of the Election Committee at the spring meeting in a year in which an election is upcoming,
  - c. Amendments, and
  - d. Dues.
2. A special meeting may be called either by the President at the direction of the Executive Council or by petition of at least ten (10) chapters. If a special meeting is called it must be held within three (3) weeks.
3. Conference meetings shall be open to all members of the American Association of University Professors in the state.
4. The regular spring and fall meetings of the Conference shall consider the following matters:
- a. Approval of the minutes of the previous Conference meeting;
  - b. The reports of Officers, Executive Director, and Chairs of Committees and Councils;
  - c. At the fall meeting, action on the budget for the next calendar year, subsequent to a recommendation by the Executive Council. If the Executive Council makes no recommendation, the members at the meeting may take action by themselves. If for any reason no budget is approved by the Conference, the recommendations of the Executive Council shall be in effect until the next Conference meeting. If neither the Conference nor the Executive Council takes action, the budget for the current year will be duplicated for the following year;
  - d. Election of members of the Election Committee;
  - e. Action on amendments to the Conference Constitution, subsequent to recommendations by the Executive Council. If the Executive Council makes no recommendations, the members at either the fall or the spring meeting may take action by themselves. Proposed amendments to this Constitution shall be presented in writing to the Conference's Executive Director at least sixty (60) days in advance of the meeting in which action is to be taken and circulated to Conference members prior to that meeting. Amendments shall be adopted by two-thirds vote in a secret ballot of the Conference members present and voting at the meeting;
  - f. Changes in Conference dues, subsequent to recommendations of the Executive Council. Executive Council recommendations for Conference dues changes shall be made known to Conference members at least sixty (60) days prior to the meeting where action is to be taken. If the Executive Council makes no recommendations, the

members at the meeting may take action by themselves. A majority vote of the Conference members present and voting shall be required to ratify changes in dues;

g. Old business;

h. New business.

5. Any proposal referred to the Executive Council for action or further consideration, and then rejected by the Executive Council, shall be referred to the next Conference meeting for final approval or disapproval.

6. Each member present shall have one (1) vote in matters coming before the meeting. In no case shall there be more than four (4) votes from any one (1) chapter. A chapter or institution exceeding this number shall caucus before voting takes place to determine who will vote its maximum allowed representation. Decisions in this caucus shall be by majority vote.

7. Votes are normally taken by voice vote; however, two or more members present may request a roll call vote.

#### **ARTICLE VI: Bylaws (Amended 4/27/2023, Effective 4/27/2023)**

1. Bylaws may be adopted and amended by majority vote at the spring or fall meeting or by a special meeting of the Conference.

#### **ARTICLE VII: History of Ratification**

1. This Constitution was submitted to all AAUP chapters in New York State. It became effective and the New York Conference of the American Association of University Professors came into existence in 1971, when a majority of those chapters voting approved the document within sixty (60) days of its submission to the chapters. Upon ratification, the Presidents and Executive Committees of the existent New York State and Metropolitan Conferences appointed a joint six-member organizing committee to nominate the Conference's first officers and At-large members, and to set the date, location, and agenda of the first Conference meeting.

#### **ARTICLE VIII: Compliance with State and Federal Laws**

1. If any portion of the NYS AAUP Constitution or Bylaws is determined to be out of compliance with federal and/or New York State law(s), the NYSC AAUP Executive Council will follow the law(s) and propose appropriate changes to the NYS AAUP Constitution and/or Bylaws, as soon as practicable.

#### **BYLAWS**

1. The authorized standing committees of the New York State Conference AAUP (NYSC AAUP) are:



- Committee A on Academic Freedom and Tenure
  - Committee on Academic Professionals
  - Committee on College and University Governance
  - Committee on Membership
  - Committee on the Economic Status of the Profession
  - Committee on Faculty Holding Contingent Appointment
  - Committee on Government Relations
  - Committee on Graduate and Professional Students
  - Committee on Retirement
  - Committee on Diversity, Equity, and Inclusion
  - Committee on Gender and Sexuality in the Academic Profession
2. The Councils of the New York State Conference AAUP (NYSC AAUP) are:
- The CUNY Council
  - The Collective Bargaining Council
3. The Regional Councils of the New York State Conference AAUP (NYSC AAUP) are:
- The Long Island Council
  - NYC-Westchester Council
  - Lower Central Council
  - Capital Area-Mid Hudson Council
  - Western-Midwestern Council
4. The terms for the chairs and members of standing committees and councils shall be for three (3) years, beginning and terminating at the end of the spring meeting. Acting chairs shall serve for the remaining term of the chairs they replace.
5. A quorum for meetings of the Executive Council shall be five (5) members.
6. A quorum for a Conference Meeting shall be representation from eight (8) chapters.
7. All AAUP members of the New York State Conference who are qualified to vote in National AAUP elections may also vote on New York State Conference business matters, including Conference elections, and serve in any non-elected capacity for the Conference.
8. The approval of the Administrative Committee is required for any non-budgeted expenditures in excess of \$500.00.