

# Bylaws

## Article I: Name

The name of this organization is the University of Wisconsin-Madison chapter of the American Association of University Professors (AAUP or the Association).

## Article II: Purposes

The purposes of this chapter are to:

1. Support the policies and goals of the Association as set forth in Article I of the AAUP constitution, and in all matters act in harmony with the principles and procedures of the national Association and its constitution;
2. Facilitate the cooperation of teachers and research scholars in universities and colleges, and in professional schools of similar grade, for the promotion of the interests of higher education and research, and in general to increase the usefulness and advance the standards, ideals, and welfare of the profession.
3. Defend academic freedom at the University of Wisconsin-Madison and throughout academe;
4. Encourage participation by faculty, staff and students in governance at the University of Wisconsin-Madison;
5. Protect and advance the professional status and interests of all teachers and research scholars, including academic professionals, at the University of Wisconsin-Madison
6. Facilitate the dissemination of information on higher education principles and practices;
7. Inform the academic community, including administrative bodies of the University of Wisconsin-Madison and the University of Wisconsin System, and the broader community, including legislative bodies of the State of Wisconsin, about AAUP standards and policy statements; and
8. Develop necessary and proper chapter programs for the accomplishment of the aforementioned purposes.

In furtherance of the purposes described above, but not in limitation thereof, the chapter shall have power to conduct studies; to disseminate statistics and other information; to engage in appropriate fundraising activities; to conduct promotional activities, including advertising and publicity, in or by any suitable manner of media; to hold such property as is necessary to accomplish its purposes; and to employ individuals to further its purposes under Article II. This chapter is organized and operated for the above stated purposes, and for other nonprofit purposes. No part of its assets, income, or profits shall be distributable to, or inure to the benefit of, any individual, except in consideration of services rendered.

### Article III: Members

Eligibility for membership in this chapter shall extend to all qualified members of the Association, as set forth in Article II of the AAUP Constitution, who identify the University of Wisconsin-Madison as their institution. All chapter members may vote in chapter matters.

### Article IV: Officers and Organization

The officers of this organization shall be the president, vice president, secretary, and treasurer. The first body of officers to serve after adoption of these bylaws shall serve from the time of adoption of the bylaws until an election can be held during the Spring 2016 semester, but no longer than 10 months. Except for initial officers, the term of office for officers shall be two years. Officers may serve no more than two consecutive terms in that office.

**President:** The duties of the president shall include carrying out the policies of the chapter, appointing all committees of the chapter, exercising general supervision over the activities of the chapter, and presiding at meetings of the chapter and executive committee. The president shall be a member ex officio of all committees.

**Vice president:** The duties of the vice president shall include those usually appertaining to the office and those delegated by the president. In the absence of the president, the vice president shall serve in the president's stead.

**Secretary:** The duties of the secretary shall include keeping a record of all proceedings and correspondence of the chapter, certifying chapter delegates to the Association's annual meeting, preparing or overseeing the preparation of newsletters for distribution to the faculty if such shall be desired, maintaining official contact with the Association. It shall be the duty of the secretary to provide the treasurer of the Association the names of the officers of the chapter and the chapter bylaws and to conduct the correspondence of the chapter with the treasurer. In the absence of the president and vice president, the secretary shall preside at meetings of the chapter.

**Treasurer:** The treasurer shall keep an accurate record of the funds held by the chapter, as well as all funds received and disbursed. The treasurer shall prepare an annual chapter budget and report of finances, and submit them for approval. It shall be the duty of the treasurer to remit to the Association and/or to the applicable state conference any dues collected on behalf of the Association and/or conference. In the absence of the president, vice president, and secretary, the treasurer shall preside at meetings of the chapter.

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

## Article V: Dues

The chapter may establish chapter dues. Any chapter dues will be established by a secret ballot vote conducted among chapter members. The vote may be conducted either by mail ballot or, after reasonable notice, at a regular or special membership meeting. Chapter members must pay current AAUP dues, any mandatory conference dues, and chapter dues.

## Article VI: Committees

### A. Executive Committee

The executive committee shall consist of the elected officers of the chapter, the immediate past president, and five members elected at large. The majority of the executive committee shall constitute a quorum for conduct of business of the committee. Unless extraordinary circumstances exist, notice and an agenda for any Executive Committee meeting shall be made available to chapter members at least three days prior to such Executive Committee meeting. Under extraordinary circumstances, minimum notice time shall be four hours. The executive committee shall assume responsibility for the chapter's continuing effective presence at the institution, keeping all positions on the executive committee filled as vacancies occur.

The executive committee shall:

1. Meet regularly;
2. Respond to faculty members seeking assistance;
3. Conduct the business of the chapter between meetings;
4. Regularly recruit members and encourage maintenance of membership;
5. Make necessary appointments to complete an unexpired term of any officer;
6. Set the agenda with appropriate notice for chapter meetings;
7. Meet regularly with the administration for discussion of matters of mutual interest; and
8. Respond to inquiries from the media.

### B. Membership Committee

The membership committee shall regularly recruit new members and encourage the maintenance of membership. Working with the treasurer and other applicable chapter officers, the committee shall promote the establishment of a dues collection plan and other appropriate plans to encourage membership recruitment and maintenance.

### C. Other Committees

The chapter may create additional standing and ad hoc committees as necessary to promote the welfare of the chapter. The chair and members of these committees shall be appointed by the president, in consultation with the executive committee.

## Article VII: Meetings

The chapter shall hold regular meetings at least twice each academic year.

Special meetings of the chapter may be called by the president or a majority of the executive committee. Unless extraordinary circumstances exist, written notice of such meetings shall be provided each member by the secretary of the chapter at least seven days in advance of the meeting date. Under extraordinary circumstances, minimum notice time shall be one day. The president shall call special meetings of the chapter within seven days of being so directed by the executive committee or by a petition signed by ten percent of the members.

The quorum required for the transaction of business at all meetings of the chapter shall consist of twenty percent of the members, but no fewer than eight members.

The chapter may conduct business and vote on motions in person or electronically, as the executive committee deems appropriate. Any motion voted on electronically shall not be deemed valid unless at least twenty percent of members, but no fewer than eight members, have voted in the affirmative, negative or formally abstained. When voting electronically on any motion approving the issuance of a formal statement on behalf of the University of Wisconsin-Madison chapter of the Association, should ten percent of members vote in the negative, the motion shall be deemed postponed until a special meeting is held, and the negative votes shall constitute a petition signed by ten percent of the members directing the president to call a special meeting.

## Article VIII: Dissolution

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

## Article IX: Amendments

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

## Article X: Rules of Order

The most recent edition of Roberts Rules of Order Newly Revised shall be the authority for this chapter in matters of procedure not specified above.

Enacted this Second day of September in the year 2015.