

Constitution

American Association of University Professors AAUP-COLORADO CONFERENCE CONSTITUTION

ARTICLE I: Name, Objectives, Membership

1. The name of this organization shall be the Colorado Conference of the American Association of University Professors. The Conference is a non-profit corporation in the state of Colorado. The national AAUP is an unincorporated national membership organization, which is tax exempt under Section 501(c)(6) of the Internal Revenue Code.
2. The objectives of the Conference shall be to further cooperation among AAUP chapters in Colorado and to promote the principles and policies of the AAUP within the state of Colorado. Those principles and policies include promoting the interests of higher education; protecting academic freedom and tenure; facilitating cooperation among all facets of college and university communities; encouraging and facilitating shared governance; and advancing the standards, ideals, and welfare of the academic profession.
3. In furtherance of the purposes described above, but not in limitation thereof, the Conference shall have the power to conduct studies; to disseminate statistics and other information; to disseminate information on the principles and practices of education; to build and maintain legislative relations; to engage in various fund-raising activities; to seek external funding to support conference 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 represent the Conference in lawsuits, negotiations, and for other purposes. This Conference is organized and operated for the above stated purposes, and for other nonprofit purposes, and no part of any net earnings shall inure to the benefit of any member.
4. Anyone eligible for Active, Associate, Retired, Emeritus, Part Time, or Graduate Student membership in the National Association shall be eligible for membership of similar class in this Conference.

ARTICLE II: Officers and Committees

1. *Officers:* The Executive Council of the Colorado Conference shall consist of the President (or Co-Presidents), Vice President for Legislative Matters, Vice President for Administrative Matters, Vice President for Community College Matters, Webmaster, Secretary/Treasurer, Immediate Past President, the President, or Co-President, or designated representative from each Colorado university or college chapter of the AAUP, two additional At-Large Council members elected from campuses without AAUP chapters, and two additional At-Large members appointed by the Executive Council. Appointed At-Large members should be nominated by at least one member of the Executive Council and approved by a majority of Executive Council members. Appointed or elected members of AAUP national committees, or those elected to the Assembly

of State Conferences, shall also be voting, ex officio, members of the Executive Council if they do not otherwise serve on the Executive Council.

a. The Conference President (or Co-Presidents), and Vice President for Legislative Matters shall be elected in odd numbered years for two year terms; the Vice President for Administrative Matters, Vice President for Community College Matters, and Secretary/Treasurer shall be elected in even numbered years for two year terms; and At-Large Members shall be elected or appointed in alternate years for two year terms. All terms shall begin July 1.

b. No more than three members of the Executive Council may be from the same Colorado institution of higher education.

c. To be eligible for the office of President, a candidate must have been a member of the Executive Council within the ten years preceding the election.

2. *Delegates to the Assembly of State Conferences:* The Conference President (or Co-Presidents) shall serve as delegate(s) 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 entire membership of the state conference. The number of ASC delegates, including the Conference President (or co-presidents), may not exceed four (4).

3. *Election of Officers:* Election of officers shall be by secret ballot of the entire membership of the state conference. Those receiving a majority of votes cast shall be elected. The election may be conducted either by paper ballot or by means of a reliable electronic polling technique.

4. *Duties:* The Executive Council shall act as the governing body of the Conference between Conference meetings. It shall assume responsibility for the Conference's continuing effective presence in the state of Colorado, keeping all positions on the Executive Council filled as vacancies occur. Other duties of the Executive Council shall be specified in the Conference By-Laws.

5. *Executive Council Meetings.* The Executive Council shall meet twice a year. The Spring meeting will be held either the second or third Friday of the month of March; the Fall meeting will be held either the second or third Friday of the month of October.

5. *Nominating Committee:* Prior to January 1 of each year, the Nominating Committee shall issue a call for nominations for each Conference office for which an election is to be held, including delegates to the Assembly of State Conferences. The call for nominations shall provide members in good standing a reasonable opportunity to nominate persons for the positions. The Nominating Committee shall attempt to nominate at least two (2) candidates for each elective Conference office. The Nominating Committee chair shall submit the list of candidates to the national AAUP election office by February 1. The Executive Council may serve as the Nominating Committee unless it should decide to designate a subset of the Executive Committee for this purpose in any given year.

ARTICLE III: Conference Meetings and Procedures

1. The Conference shall meet annually in the fall at such time and place as may be decided upon by the Executive Council.

- a. Members present shall constitute a quorum.
 - b. Notification of the Annual Meeting of the Conference shall be distributed at least thirty days prior to the scheduled meeting.
 - c. The agenda will normally be distributed to Conference members at least three weeks before the meeting.
2. Special Conference meetings may be called by the Executive Council. The Council shall convene such a meeting within thirty days of the decision.
 3. All members of the Conference who attend a regular Annual or Special meeting of the Conference shall be eligible to vote on all matters before the body, provided that their national and state dues are current, except as provided in the next paragraph.
 4. The Executive Council shall meet twice a year. The Spring meeting will be held either the second or third Friday of the month of March; the Fall meeting will be held either the second or third Friday of the month of October.

ARTICLE IV: Dues

Any mandatory collection of Colorado Conference dues and fees *by the Conference* must be approved by a majority vote of the Conference membership through a secret ballot.²

Conference dues *collected by the Conference* shall be set either by a majority vote of the delegates voting at the Annual Meeting or by a majority vote of the members of the Conference Executive Council that is then ratified at the next Special or Annual Conference Meeting. Alternatively, integrated mandatory dues may be collected by the national office of the AAUP according to their fee schedule.

ARTICLE V: Awards and Commendations

The Conference may establish such awards and commendations as deemed necessary. Awards proposed by the President or Co-Presidents, or another member of the Executive Committee and having majority support of the Executive Committee, must be approved by majority of members present at the Annual Meeting of the Conference.

Suzanne Hudson AAUP Summer Institute Stipend. This award of \$500.00 established in honor of former Secretary-Treasurer Suzanne Hudson is bestowed annually on a member of the conference attending the Summer Institute for the first time. Proof of Summer Institute registration is required in advance of disbursement.

Randy Fischer Friend of Higher Education Award. The Executive Committee will periodically bestow this award on a Colorado legislator, public official, or journalist who in the opinion of the Executive Committee has demonstrated exemplary support of AAUP initiatives for the improvement of faculty at Colorado's colleges and universities.

ARTICLE VI: Prohibition Against Private Inurement

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 having a personal or private interest in the Conference. Compensation for services actually rendered and

reimbursement for expenses actually incurred in attending to the affairs of the Conference shall be limited to reasonable amounts.

ARTICLE VII: Dissolution

Upon dissolution of the Conference, assets shall be disposed of exclusively for the purposes of the Conference or distributed to such organizations that shall, at the time, promote goals compatible to those of the Conference and shall qualify as exempt organizations under Sections 501(c)(4) or 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII: Rules of Order and By-Laws

1. *Procedure*: Robert’s Rules of Order, current revisions, shall be the authority for this Chapter in matters of parliamentary procedure. Provisions in this Constitution or By-Laws shall prevail over any contrary provisions in Robert’s Rules of Order.

2. *By-Laws*: The Chapter may adopt other such rules and By-Laws for the conduct of business as it deems necessary. Proposed By-Laws shall be circulated in writing to all members as part of the Conference meeting agenda and shall be read and discussed at a meeting of the Conference. By-Laws shall become effective by a simple majority of the members present and voting at the Conference Annual Meeting. By-Laws may be suspended by a two-thirds majority vote of delegates present and voting at the Annual Meeting of the Conference.

ARTICLE IX: Amendments

Amendments to this Constitution must be proposed by the Executive Council or petition of twenty (20) percent of the Conference membership to the Executive Council. Proposed amendments must be circulated in the Conference agenda in advance of the Conference meeting. Enactment of an amendment or a new constitution shall require a two-thirds majority of the eligible voters present at the Conference annual meeting.

ARTICLE X: Enabling Act

Note: This Constitution was adopted at a State Conference Meeting on April 26, 2003.

COLORADO CONFERENCE BY-LAWS

American Association of University Professors

State of Colorado Chapter

1. Duties of the Executive Council include:
 - a. To meet regularly to conduct the business of the Conference between Conference meetings;
 - b. To set the agenda for Conference meetings;
 - c. To create standing and ad hoc committees from time to time as they are deemed necessary to promote the welfare of the Conference. The chairperson and members of these committees shall be appointed by the Executive Council;
 - d. To select the members of the Nominating Committee
 - e. To distribute all official correspondence to all members of the Executive Council;

- f. To fill interim vacancies of any elective offices;
- g. To interpret the provisions of this Constitution;
- h. To follow the latest revision of Robert's Rules of Order in its scheduled meetings and where applicable, or by request, unless otherwise specified by this Constitution or By-Laws.

1. Amended November 1, 2003, deleted phrase "and five members ... elected at large,...."

2. Amended November 2004.

3. Amended September 2007

4. Amended December 2010

5. Amended April 2015

6. Amended November 2017

7. Amended May 2019