



CODE OF REGULATIONS

The American Association of University Professors Ohio Conference

Article I: Name, Objectives and Membership

The name of this organization is the American Association of University Professors (Ohio Conference). It is a 501(c)(6) non-profit corporation affiliated with the American Association of University Professors ("AAUP".)

Mission Statement:

The mission of the Ohio Conference of the AAUP is to champion academic freedom and shared governance, to advance the quality of higher education, and to provide a unified voice for the professoriate across the state of Ohio

The Ohio Conference recognizes the great value that is derived from having a membership drawn from all sectors of higher education--the community colleges, state universities, regional campuses, religiously affiliated colleges and universities, and other private institutions.

The Ohio Conference works with university employees—whether tenured faculty, full- or part-time contingent faculty, graduate students, academic professionals, librarians and/or researchers--to insure that they have a meaningful voice in their institutions.

The Ohio Conference supports collective bargaining an effective means of protecting and promoting those traditional, core values of higher education that are critical to preparing students to contribute in meaningful ways to their professions and communities, and of promoting the unfettered search for new information and the open discussion of ideas that are key in allowing our colleges and universities to contribute so greatly to society.

The Ohio Conference's objectives shall be to further cooperation among AAUP chapters in Ohio and to promote the general aims and interests of the AAUP within the State of Ohio as specified in the Articles of Incorporation. The Ohio Conference shall show due

regard for geographic and institutional representation, as well as general diversity in all areas of its operations.

Membership in the Ohio Conference shall be open to all AAUP members in Ohio. Representation shall be through chapter affiliation. All regular chapter members and retired regular chapter members shall have voting rights.

Article II: Board of Trustees

Voting Members

The voting members of the Board of Trustees of the Ohio Conference shall be the President, the Vice-President, the Secretary, the Treasurer, the immediate past President, members from Ohio on the AAUP National Council. two At-Large Members: one from Private Institutions and one from either a Public Institution with fewer than 100 members or from a Private Institution, and a representative from each Ohio chapter current on its dues to the Ohio Conference with more than 100 members. All voting positions on the Board of Trustees shall be elected by secret ballot election.

OCAAUP will conduct the elections for the positions other than the representatives of the individual chapters and National Council members that qualify for a seat on the board. The OCAAUP representative of each of those individual chapters will be elected by the members of that chapter at the same time and by the same mechanism as the chapter officers, or a chapter can amend its bylaws, designating service on the OCAAUP Board as a responsibility of a given officer.

Terms

All voting Board of Trustees positions, except for immediate past President, shall be elected for two-year terms. The immediate past President shall continue to serve on the Board for one year past the end of his/her term as President. The Chairs of the Committees shall serve at the will of the President and the Trustees. For purposes of serving terms of office on the Board of Trustees, the year shall run from September 1 through August 31.

National Council Members

Ohio members serving in National AAUP leadership roles hold non-voting positions on the Board and shall serve on the Board as long as they hold their National positions.

Vacancies

If there is a vacancy in the position of President, the Vice President shall become the President and a special election shall be conducted to elect a new Vice President to fill the position for the remainder of its term. For all other voting Board vacancies, except for members of the AAUP National Council or Executive Committee, the Board shall decide whether to hold a special election or wait until the next regular election to fill the position.

Scheduling of Meetings

The Board of Trustees is authorized to meet and take action consistent with the objectives of the Conference at meetings held between Conference meetings, except that the Board may not vote to incur any liability or expense beyond \$5,000.00 unless included in the annual Ohio Conference Budget or approved by resolution voted upon by the Chapter membership. There shall be at least four (4) regular meetings of the Board each year. Regular meetings of the Trustees for the following year shall be determined by the Board at a meeting held at the conclusion of the Annual Conference Meeting. Special meetings of the Board may be called by the President if needed.

Board meetings shall be chaired by the President or in his or absence by the Vice President. A quorum for meetings shall be a majority of the membership of the Board. The Board is authorized to invite other Conference members or guests to attend meetings as appropriate. Minutes of Board meetings shall be prepared by the Secretary and posted on the Conference website.

Duties of the Officers

President

The President shall preside at Conference meetings and, with the approval of the Trustees, arrange for the Conference meetings and appoint Chairs of the standing committees; shall execute such matters as are referred to him or her at Conference meetings and by the Trustees; and, in consultation with the Trustees, shall take such other actions as are judged necessary to carry out the objectives of the Ohio Conference, and shall report at the next Conference meeting any actions taken by the Trustees during the time between meetings.

Vice President

The Vice President shall preside in the absence of the President.

Secretary

The Secretary shall keep the Ohio Conference records, including minutes of meetings of the Trustees and of the Conference.

Treasurer

The Treasurer, with the assistance of the Executive Director, shall collect, manage, and distribute funds, shall propose an annual budget to the Trustees, and shall make a financial report at each Conference meeting and at each Board meeting. The Treasurer cannot make an expenditure not specified in the Conference budget as voted upon by the chapters at the annual meeting, in excess of \$5,000, unless approved by the membership.

Article III: Nomination of Trustees

The initial Board of Trustees for 2013-2014 shall be as follows:

President: *John Cuppoletti*

Vice President: *Lynn Davis*

Secretary: *Sally Dunn*

Treasurer: *David Rubin*

The initial Board of Trustees above shall consist only of the President, Vice President, Secretary and Treasurer. This Board shall serve beginning with the adoption of this Code until elections are held in accordance with Article IV below beginning with nominations in December of 2013 with the election occurring in 2014. If during this time a vacancy in any position occurs, the remaining Board may appoint a member of AAUP in good standing by majority vote.

Unless otherwise specified, all remaining Board of Trustees positions not including the President, Vice President, Secretary and Treasurer will begin serving on the Board when elections are held in 2014 in accordance with Article IV below.

Any member from the State of Ohio then serving on the AAUP National Council or Executive Committee, and any represented elected shall begin to serve on the Board of Trustees beginning on the date election results are announced in the 2014 election and shall serve in accordance with the provisions of this Code.

Thereafter, each year beginning in December of 2013 as specified above, a call for nominations shall be sent to all Ohio Conference members in good standing (a member current on his or her dues) no later than December 1. No later than December 15, a Nominating Committee shall be appointed by the President, consisting of four Conference members that shall not be qualified to run for any office up for election. No later than January 30, this Committee shall screen the qualifications of potential nominees and shall propose up to two nominees for each Trustee position to be elected. Nominations may also be made by petition signed by at least ten (10) Conference

members and received by the Conference Executive Director no later than January 30. Such petitions must be accompanied by a signed statement from the nominee indicating a willingness to serve as a Trustee. All nominees must be members of the Ohio Conference AAUP, in good standing (a member current on his or her dues), and must have been members for two full years preceding the year of nomination. No nominee shall run for more than one open Trustee position per election. For contested races, where there is more than one candidate, each nominee shall be afforded the opportunity to prepare a short statement along with relevant biographical information, in accordance with guidelines established by the Trustees. The names of the nominees, and the nominees' statements, shall appear in a Conference newsletter distributed no later than February 28. Each nominee, upon request, shall have one opportunity within thirty (30) days of the election to review the membership list of the Ohio Conference.

Article IV: Election of Trustees

Members of the Board of Trustees who are National Council or Executive Committee members are elected by the general membership in elections conducted by National AAUP.

Other voting members of the Board of Trustees shall be elected as follows:

The President, Vice President, Secretary, and Treasurer shall be elected by vote of the general membership. The President and the Secretary shall be elected in even-numbered years. The Vice President and the Treasurer shall be elected in odd-numbered years.

The At-Large – Private: Member must be a member at a private institution and shall be elected in even-numbered years by vote of the members at private institutions.

The At-Large – Public with less than 100 members/Private: Member must be a member at either a public institution with less than 100 members or a private institution and shall be elected in odd-numbered years by vote of the members at public institutions with less than 100 members and members at private institutions.

For elections held in 2014, those Board members that are elected to offices normally elected in odd-numbered years will serve for a term of only one year. Those elected to offices elected in even numbered years will serve for a term of two years. Thereafter, all Board positions shall be for a period of two years unless otherwise specified in this Code.

Each Ohio chapter or bargaining unit current on its dues to the Ohio Conference with more than 100 members will be entitled to one voting representative to the Board.

The OCAAUP representative of each of those individual chapters will be elected by the members of that chapter at the same time and by the same mechanism as the chapter officers, or a chapter can amend its bylaws, designating service on the OCAAUP Board as a responsibility of a given officer. In the initial year in which chapters have designated representatives on the board, the representatives from Akron, Central State, Cincinnati

State, Cuyahoga, Ohio State, and Wright State shall be elected to one-year terms. The representatives from Bowling Green, Cincinnati, Cleveland State, Kent State, and Toledo shall be elected to two-year terms. This initial arrangement will allow for staggered two-year terms among those representatives.

Elections for Board of Trustees positions, other than representatives of the individual chapters and members of the AAUP National Council or National Executive Committee, shall take place by secret ballot mail and/or by secret ballot electronic voting.

Ballots shall be mailed and/or sent electronically to Conference members in good standing (a member current on his or her dues) no later than March 15. Completed ballots must be returned by mail or electronically no later than April 15. Write-in votes shall not be permitted. Results shall be announced no later than May 15.

Article V. Delegates to the National AAUP Biennial Meeting

When logistically and financially feasible, the Ohio Conference should send representatives to the National AAUP Biennial Meeting, either as observers or in an official voting delegate capacity representing a section of Ohio chapters.

Article VI: Conference Meetings and Procedures

The Ohio Conference shall meet at least once annually at such time and place as may be decided upon by the Trustees. Representatives of seven Ohio Chapters at the Conference meeting shall constitute a quorum. The agenda shall normally be distributed to the Ohio chapters at least five weeks before each meeting. Unless otherwise specified in this Code of Regulations, all business shall be conducted in accordance with Roberts Rules of Order, Newly Revised.

Special Conference meetings may be called by the Trustees or upon petition by any seven AAUP chapters in Ohio. A Conference meeting requested by such petition shall be held within sixty days from the date of receipt of the petition by the President or by the Ohio Conference's Executive Director.

With the exception of elections, voting shall be by delegates of the AAUP chapters/bargaining units in the State of Ohio present at the Conference meeting. Chapters/bargaining units with 7-150 members shall have one vote; Chapters/bargaining units with 151 to 300 members shall have two votes; and chapters/bargaining units with more than 300 members shall have three votes.

For purposes of representation, each AAUP member at an institution of higher education in Ohio at which there is no chartered AAUP chapter shall be entitled to be a member of a single statewide chapter, called the State Chapter. This State Chapter may nominate and

elect officers, who shall in turn provide for the nomination and election of delegates to the Ohio Conference.

Article VII: Dues and Finances

Ohio Conference dues shall be recommended to the AAUP by either a majority vote of the delegates voting at a special or regular Conference meeting, or a majority vote of the Trustees which vote is then ratified at the next special or regular Conference meeting. If the recommended dues only impact the collective bargaining chapters, only the collective bargaining chapters shall vote upon the proposal. If the recommended dues only impact the advocacy chapter members, only the advocacy chapters shall vote upon the proposal. Voting on dues will occur in accordance with Article VI.

The Ohio Conference's fiscal year shall run from January 1 to December 31. The Trustees shall prepare an annual budget for each year and submit it for approval to the membership at the annual meeting of the Ohio Conference.

Members of advocacy chapters shall pay their full dues to National AAUP. National AAUP remits a portion of those dues to the Ohio Conference for membership in the Ohio Conference.

The Ohio Conference shall directly bill the collective bargaining chapters. Collective bargaining chapters must remit dues on behalf of their members in the following categories: Full-Time and Retired. The table below defines each membership category, including whether members in each category hold voting privileges, and current dues' levels.

Membership Category	Definition	Annual Dues Rate
Full-Time	Teacher, researcher or similar academic appointment; voting members	\$45
Retired	Person who no longer hold an academic appointment; voting member	\$25
Associate	Persons who are not eligible for membership, including the general public and persons serving as higher education administrators, but are affiliated with the AAUP	\$25

Article VIII: Standing Committees

The Chairs of the Committees shall be appointed by the President with the approval of the Trustees. As much as possible, they shall be selected from the voting membership of the Board. Where individuals beyond the voting members of the Board need to be recruited to serve as chairs, they shall be non-voting, ex-officio members of the Board of Trustees.

Standing committees shall include Committees on Academic Freedom, Organizing and Collective Bargaining Issues, Communications, Government Relations, Private Institutions, Two-Year Institutions, Adjunct Faculty, Institutional Data, and the Annual Conference Program and Other OCAAUP-Sponsored Events.

The Chairs of the standing committees shall recruit members of the committees as needed. At least once each year, when the President has identified the chairs of the committees, a general announcement shall be sent to all AAUP members in Ohio encouraging them to consider service on a committee.

The Trustees shall establish other Standing Committees, when deemed appropriate, for which the President shall appoint a Chair.

The remaining members of each Committee shall be selected by the Chair with the approval of the President.

Chairs of Standing Committees shall report on the activities of their Committees at each Conference meeting, either in person or through a written report.

Article IX: The Executive Director

When finances allow, the Board of Trustees will employ a permanent, full-time Executive Director who is salaried and who reports to the Board. The Executive Director is expected to be familiar with the goals and operations of the organization and to work largely free of day to day supervision. The Executive Director is responsible for supervision of any other Conference employees. The Board of Trustees will give the Executive Director, upon hiring, a letter of appointment that includes notice of the terms and conditions of employment.

Until such a time as the salary of an Executive Director can be wholly paid for by the organization, the Board of Trustees may enter into an agreement to share the cost of the salary a staff member of an affiliated non-profit organization to do the work of Executive Director. A policy for the repayment of any staff expenses must be entered into prior to the staff member engaging in such work.

Article X: Conference Newsletter

The Ohio Conference shall periodically publish, in hard copy and/or electronically, a newsletter. The President and Ohio Conference's Executive Director shall be responsible for the publication of the newsletter.

Article XI: Amendments

Amendments to this Code of Regulations shall be proposed by chapter resolution to the Trustees at least six weeks before the Conference meeting or by the Trustees themselves. Proposed amendments must be circulated to the membership five weeks in advance of the Conference meeting.

Adoption of amendments must be by a two-thirds vote of the chapters present and voting at a Conference meeting.

Article XI: Dissolution of the 501c6

Dissolution of the 501(c)(6) can be proposed only when all outstanding debts and/or loans are paid, and the bank accounts associated with the entity have reached a zero balance. The decision to dissolve the 501(c)(6) shall occur by a two-thirds vote of the chapters present and voting at a Conference meeting.