

# CONSTITUTION AND BYLAWS

## OF THE UNIVERSITY OF DELAWARE CHAPTER OF THE AMERICAN ASSOCIATION OF UNIVERSITY PROFESSORS

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### DOCUMENT OUTLINE

#### Preamble

- I. AAUP-UD Membership
  - II. The Bargaining Unit
  - III. The Executive Council
  - IV. The Steering Committee
  - V. The Bargaining Team
  - VI. Mid-Contract Bargaining
  - VII. Vacancies in Office Outside the Normal Times for Election
  - VIII. Recall of Officers and Steering Committee Members
  - IX. Amendment
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### PREAMBLE

These Bylaws set forth the membership, organization, powers, and mode of operation of the University of Delaware Chapter of the American Association of University Professors (hereafter known as the "AAUP-UD"). The AAUP-UD shall be the sole and exclusive bargaining representative for the Bargaining Unit (see Article II.A. for definition of the "Bargaining Unit") with the University of Delaware as certified by the Department of Labor of the State of Delaware, and shall exercise, or delegate to its constituent bodies as stated below, all powers granted or not prohibited it by law, including specifically Title 19, Chapter 13 of the Delaware Code of Laws. As the sole and exclusive representative for the Bargaining

Unit, the AAUP-UD shall have the authority to negotiate a contract on behalf of the faculty of the University of Delaware with the administration of the University (a “Contract”).

## **I. AAUP-UD MEMBERSHIP AND DUES**

### **A. Membership and Dues**

Membership in AAUP-UD is limited to those members of the Bargaining Unit who are in good standing for the payment of dues obligations. Dues consist of local dues as established each year by the Steering Committee and national dues as established by the National AAUP. Dues may be paid either by payroll deduction as provided by Delaware law and the Collective Bargaining Agreement, or by lump sum.

### **B. Powers of Membership**

1. Among the members of the Collective Bargaining Unit, only AAUP-UD members are eligible to stand for election or appointment to any AAUP-UD office and to vote in an election for such office. In addition, only AAUP-UD members are eligible to vote to approve the agreement negotiated by the Bargaining Team and approved by the Steering Committee. In such a vote on a negotiated agreement, the members of the AAUP-UD shall be provided with a written explanation of all material terms of such agreement and at least one meeting shall be convened within three weeks of the adoption of such agreement by the Steering Committee to discuss such terms of the negotiated agreement. Thereafter, the members of the AAUP-UD shall vote by secret ballot within 14 days following said meeting(s). Ratification of an agreement requires the approval of a majority of the members of the AAUP-UD. An agreement shall be binding on the members of the Bargaining Unit after it is approved by the AAUP-UD members under the procedures set forth herein.
2. Special meetings of the AAUP-UD membership may be called by the AAUP-UD President, a majority of the Steering Committee, or by written petition of one-fifth of the membership of the AAUP-UD. Such meetings may be called to discuss the terms of the existing agreement or the progress of negotiations for a new agreement, to institute amendment of these Bylaws, or for any other purpose relevant to collective bargaining. Such meetings must be convened within two weeks of their being called and the agenda for such meetings shall be distributed to all members of the AAUP-UD at least one week prior to the meeting.
3. Unless otherwise specified in these Bylaws, all meetings shall be conducted according to *Robert’s Rules of Order*, newly revised.
4. Throughout this document “meeting” means either an in-person meeting or an online meeting conducted with Zoom or a similar electronic resource.

## **II. THE BARGAINING UNIT**

#### A. Membership

The members of the Bargaining Unit shall include all full-time employees who are regular members of the voting faculty of the University of Delaware under the Trustee Bylaws and any other employees who are included in the bargaining unit as stated in the collective bargaining agreement, but excluding all administrative officers (including department chairpersons, and all administrative and professional staff), all part-time or adjunct faculty members, all other professional employees not holding faculty rank, all nonprofessional employees, and all supervisory employees.

#### B. Departmental Representatives

In order to assure a close and regular exchange of information and opinions between the Steering Committee and the members of the Bargaining Unit, the AAUP-UD members of each department or school or other suitable faculty unit should select or elect one or two representative(s) who are members in good-standing in the AAUP-UD to serve for one Contract period (defined as the term of the current Contract). Departmental representatives shall be invited to meetings of the Steering Committee and have the right to be recognized to speak at such meetings.

### III. THE EXECUTIVE COUNCIL

#### A. Membership

1. The seven (7) voting members of the Executive Council shall consist of the five (5) officers of the Executive Council and two (2) Members-at-large. The officers of the Executive Council are the President, Vice-President, Secretary, Treasurer and the immediate Past-President. If the immediate Past-President is not available to serve, a third Member-at-large will be chosen according to the procedures described in Article III.A.5.
2. In addition to the voting members of the Executive Council provided for in Article III.A.1, the Contract Maintenance Officer (provided for in Article III.C.5 below), the Grievance Officer (provided for in Article III.C.6) and the Communications Officer (provided for in Article III.C.8 below) shall serve as non-voting *ex officio* members of the Executive Council.
- ~~3.~~ The officers of the Executive Council, excluding the immediate Past President, shall be elected by a majority of AAUP-UD members voting by secret ballot.
4. The election of the officers shall commence within 60 days of the first day of the first academic semester following the effective date of a new Contract and shall conclude two weeks after the commencement of the election. The exiting Executive Council shall invite all current members of the Steering Committee and all current Departmental Representatives to be candidates, and shall circulate a slate of nominees with one or two candidates for each position four weeks prior to the election; other candidates may be nominated if they have ten members in good-standing in the AAUP-UD signing a petition supporting their nomination(s). Such petition must be

submitted to the AAUP-UD office no less than two weeks prior to the election.

If there is only one candidate for a position, AAUP-UD members will be asked to vote “Yes” or “No” to approve that candidate, and if the “Yes” votes outnumber the “No” votes that candidate will be elected. If there are 2 or more candidates for a single position, AAUP-UD members will be asked to vote for one candidate, and the winner will be the candidate with a majority of the votes cast. If there are 3 or more candidates for a single position and none of them receives a majority of the votes cast, as soon as possible thereafter there shall be a run-off election between the 2 candidates who received the most votes.

5. As soon as practical after the conclusion of the election of officers, the members of the Steering Committee shall elect the Members-at-Large by a secret email ballot, after a call for candidates has been circulated among all members of the Steering Committee and Departmental Representatives.
6. The term of office of the members of the Executive Council shall commence January 1, unless delayed settlement of a Contract dictates otherwise. In this case the beginning of the term shall be established via mutual agreement between the outgoing and incoming Executive Council.
7. No member of the AAUP-UD Executive Council may serve in the same capacity for more than three consecutive contract periods, with the exception of the president who may serve no more than two consecutive terms. No one may serve on the Executive Council in any capacity for more than five consecutive contract periods, not counting the term served as immediate Past-President. No member of the Executive Council who has served the maximum number of consecutive terms may be re-elected for the following (one) contract period.

#### B. Powers

The Executive Council has the authority to act on behalf of the AAUP-UD as it deems necessary, unless restricted by these Bylaws. All decisions concerning Contract administration, including grievance processing, shall be vested in the Executive Council. The Executive Council shall have the authority to create committees and subcommittees to carry out the functions and powers of the Executive Council. The President shall also appoint all chairpersons of committees and subcommittees other than the Grievance Committee, subject to confirmation by majority vote of the Executive Council.

#### C. Duties of Officers

1. The President shall be responsible for carrying out the policies of the AAUP-UD as formulated by the Executive Council and/or Steering Committee. The President shall have the ordinary duties of an executive officer with general supervision over the AAUP-UD, subject to the limitations of the laws of the State of Delaware, these Bylaws, and the actions of the Executive Council. The President shall, with the Treasurer, sign all contracts and shall perform such other duties as the AAUP-UD or the Executive Council may direct. The President shall issue notices for all meetings, oversee the correspondence of the AAUP-UD and oversee the records of the AAUP-UD. The President shall conduct an annual performance appraisal of the AAUP-UD

Office Manager after soliciting input from Executive Council members. The President shall preside at all meetings of the membership and of the Executive Council and the Steering Committee.

2. The Vice-President shall be responsible for soliciting topics for the agendas of meetings of the Executive Council and the Steering Committee in consultation with the President, and shall perform such other duties as are assigned by the President, and assume the duties of the President in the event that the President is absent or unable to fulfill his/her duties.
3. The Treasurer shall supervise the collection of all monies due to the AAUP-UD from every source, deposit the same in the name of the AAUP-UD in a bank, trust company, or other investment approved by the Executive Council, keep a complete record of the finances of the AAUP-UD, attend to all correspondence relating to the AAUP-UD's finances and perform such other duties as may be required by the Executive Council or by these Bylaws. The Treasurer shall manage the accounts of the AAUP-UD and report thereon at each regular meeting of the Executive Council and from time to time to the membership. The AAUP-UD's accounts shall be subject to such audit as may be directed by the President or by the Executive Council.
4. The Secretary or his or her designee is responsible for recording the minutes at each Executive Council, Steering Committee, Department Representatives meetings and Open Faculty meetings and for ensuring that they are typed and distributed. The Secretary shall perform such other duties as may be required by the Executive Council and these Bylaws.
5. The Contract Maintenance Officer shall be appointed by, and serve at the pleasure of, the Executive Council for the term of a Contract (the "Contract Period"). The Contract Maintenance Officer shall represent the AAUP-UD in matters involving the interpretation or implementation of the Contract. The Contract Maintenance Officer is responsible to the President and Executive Council and shall submit regular reports concerning all matters that arise with respect to Contract enforcement. The Executive Council may appoint one or more Deputy Contract Maintenance Officer(s), subject to the same provisions above.
6. The Grievance Officer shall be appointed by, and serve at the pleasure of, the Executive Council for each Contract period. The Grievance Officer shall represent the AAUP-UD in matters concerning faculty grievances that arise under the Contract. The Grievance Officer shall meet with faculty as required and process grievances according to the guidelines established by the Contract. The Grievance Officer is responsible to the President and Executive Council and shall submit regular reports concerning faculty grievances. The Grievance Officer shall also chair the Grievance Committee as authorized by the Executive Council. The Executive Council may appoint one or more Deputy Grievance Officer(s), subject to the same provisions above. The Grievance Officer shall chair the Grievance Committee, whose other members shall be the Deputy Grievance Officer(s), the Contract Maintenance Officer, and the President or a designee of the President.
7. The Chief Negotiator(s) shall represent the AAUP-UD in contract negotiations and shall lead and direct the Bargaining Team, subject to instructions from the Steering Committee.
8. The Communications Officer/Coordinator shall be appointed by the Executive Council

for each Contract period and shall serve at its pleasure. The Communications Officer shall prepare communications from the chapter (e.g., a newsletter) at such intervals as the Executive Council shall decide for the purpose of informing the membership of the AAUP-UD of matters relevant to the Contract, negotiations, union representation of the members of the Bargaining Unit, and other matters of importance to the faculty of the University of Delaware. The Communications Officer may solicit ideas and suggestions for articles from members of the Executive Council, the Steering Committee, and the members of the Collective Bargaining Unit. The viewpoints expressed in such communications shall fairly represent the interests and concerns of the members of the Collective Bargaining Unit and shall be subject to the review of the Executive Council. The Communications Officer may solicit assistance, subject to the approval of the Executive Council.

#### **IV. THE STEERING COMMITTEE**

##### **A. Membership**

1. All members of the Steering Committee must be members of AAUP-UD.
2. The 29 voting members of the Steering Committee shall consist of: the 7 voting members of the AAUP-UD Executive Council (as described in Article III above); the President of the University Faculty Senate, if he or she is a member of AAUP-UD; 10 members chosen by and from the College of Arts and Sciences; 1 member from the Biden School; 2 members from the College of Education and Human Development; 2 members from the Colleges of Engineering and Earth, Ocean, and Environment combined; 2 members from the College of Business and Economics; 2 members from the College of Health Sciences; 2 members from the College of Agriculture and Natural Resources.
3. The college members of the Steering Committee shall be elected within three months after the term of new Executive Council officers begins by majority vote of AAUP-UD members voting by secret ballot in their respective colleges. The new AAUP-UD officers, in consultation with the outgoing college representative(s), shall present a slate of nominees; other nominations may be made by written notification.
4. Members elected by colleges shall serve for two consecutive terms. Each term shall be equal to the number of years of the then effective Contract and commencing at the time of election.

##### **B. Powers**

1. The Steering Committee shall exercise all the powers over the contract negotiating process and supervision of the bargaining team, and shall set the annual dues as provided in Article I.A.
2. The Steering Committee must approve at a meeting by formal vote the terms of any agreement negotiated by the Bargaining Team before the agreement is initialed by the Bargaining Team and presented to the members of the AAUP-UD for final approval. The secretary will record the discussions, decisions, and voting relative to the Steering Committee instructions to the Bargaining Team.

### C. Procedures

1. The Steering Committee shall meet regularly while negotiations are in progress. Other meetings may be called by the Chairperson or by one-third of the members.
2. The AAUP-UD President, or his or her designee, shall preside as Chairperson.
3. Fifteen (15) members shall constitute a quorum for all matters other than the approval of a Contract, in which case seventeen (17) members shall constitute a quorum.
4. Given a quorum, decisions shall be rendered by a majority of those voting.
5. The Steering Committee may appoint standing and ad hoc committees as necessary. All such committees are advisory to the Steering Committee. Any member of the Bargaining Unit may be appointed to such committees.

## V. THE BARGAINING TEAM

### A. Membership

1. The regular members of the Bargaining Team shall consist of the Chief Negotiator(s) of the AAUP-UD and at least three other persons elected by the Steering Committee. The Executive Council shall propose candidates for the Bargaining Team to the Steering Committee, who shall elect such candidates during the first 6 weeks of the spring semester prior to the academic year during which contract negotiations shall commence.
2. All members of the Bargaining Team, including the Chief Negotiator(s), shall serve at the pleasure of the Steering Committee. Any of them may be removed and replaced by a simple majority vote of the members of the Steering Committee following detailed discussion at a meeting of the Steering Committee.

### B. Powers and Procedures

1. The Bargaining Team has the sole and exclusive power to negotiate a tentative agreement with the representatives of the administration.
2. The Team may determine its own operating procedures in consultation with the Steering Committee.
3. The Team must report to the Steering Committee fully and regularly on the progress of negotiations and must act consistent with the instructions from the Steering Committee, as specified in Article IV.B.2 above.
4. At the beginning of each negotiating period, the Bargaining Team shall communicate in writing and explain orally to the representatives of the administration, the membership of the Steering Committee, and the Bargaining Team, the relationship between the two as set forth in these Bylaws.

## VI. MID-CONTRACT BARGAINING

- A. In unusual circumstances, it may be necessary or desirable to revise the current

Collective Bargaining Agreement (CBA) before the ending date of the CBA. Making such revisions requires the following process.

- B. The reason(s) for revising the current CBA must be presented and discussed at a meeting of the Steering Committee to which the Departmental Representatives have been invited. Following discussion, the members of the Steering Committee shall vote whether or not to commence negotiations with the administration to revise the current CBA.
- C. If the Steering Committee has voted to commence negotiations with the administration, within two weeks thereafter the Steering Committee shall elect a Bargaining Team with at least 3 AAUP-UD members and at least one Chief Negotiator.
- D. The provisions for Bargaining in Sections IV.C.3-4, V.A.2 and V.B.1-3 and for ratifying a proposed agreement in Section I.B.1 shall apply also to Mid-Contract Bargaining.

## **VII. VACANCIES IN OFFICE OUTSIDE THE NORMAL TIMES FOR ELECTION**

- A. Vacancies of a semester or more shall be filled within 60 days (excluding summer months) of their occurrence by the procedures specified in Articles III.A.3, 4 and IV.A.2 above. Persons elected to vacancies shall be eligible for reelection if they have served for no more than one complete contract period.
- B. Vacancies of less than a semester shall be filled within two weeks of their occurrence by majority vote of the members of the Steering Committee.

## **VIII. RECALL OF OFFICERS OR MEMBERS-AT-LARGE OR STEERING COMMITTEE MEMBERS**

- A. Officers or Members-at-Large or Steering Committee members may be removed from office for misconduct, misfeasance, or non-feasance (the latter to include a significant degree of unexcused absences from meetings, particularly while bargaining is proceeding).
- B. The procedure for removing an Officer is the following:
  - 1. A majority of the Executive Council, or a majority of the Steering Committee, or 20 members of the AAUP-UD who have submitted a petition, may initiate the process for recalling an Officer by calling for a Special Meeting, as described in Section I.B.2 of these Bylaws.
  - 2. At this Special Meeting, there shall be presented the reasons for recalling the Officer, who shall have an opportunity to rebut any allegations.
  - 3. Unless a majority of the AAUP-UD members present and voting at the Special Meeting have voted not to proceed with the proposed recall, within one week of this Special Meeting, a vote to recall the Officer shall be held employing a secret email ballot sent to all AAUP-UD members. If at least 2/3 of the votes cast support recalling the Officer, the Officer shall be recalled.



- C. The procedure for removing a Member-at-Large of the Executive Council is the following:
1. A majority of the Executive Council, or a majority of the Steering Committee, or 20 members of the AAUP-UD who have submitted a petition, may initiate the process for recalling a Member-at-Large by calling for a Special Meeting, as described in Section I.B.2 of these Bylaws.
  2. At this Special Meeting, there shall be presented the reasons for recalling the Member-at-Large, who shall have an opportunity to rebut any allegations.
  3. Unless a majority of the AAUP-UD members present and voting at the Special Meeting have voted not to proceed with the proposed recall, within one week of this Special Meeting, a vote to recall the Member-at-Large shall be held employing a secret email ballot sent to all voting members of the Steering Committee. If at least 2/3 of the votes cast support recalling the Member-at-Large, the Member-at-Large shall be recalled.
- D. The procedure for removing a member of the Steering Committee is the following:
1. A majority of the Executive Council, or a majority of the Steering Committee, or 10 members of the AAUP-UD in the college(s) represented by the member of the Steering Committee, who have submitted a petition, may initiate the process for recalling a member of the Steering Committee by calling for a Special Meeting of the AAUP-UD members in the college(s) represented by the member of the Steering Committee. Such a meeting shall be convened within two weeks of receipt of the call for the meeting, and the agenda shall be distributed to all AAUP-UD members in the college(s) represented by the member of the Steering Committee.
  2. At this Special Meeting, there shall be presented the reasons for recalling the member of the Steering Committee, who shall have an opportunity to rebut any allegations.
  3. Unless a majority of the AAUP-UD members present and voting at the Special Meeting have voted not to proceed with the proposed recall, within one week of this Special Meeting, a vote to recall the member of the Steering Committee shall be held employing a secret email ballot sent to all AAUP-UD members in the college(s) represented by the member of the Steering Committee. If at least 2/3 of the votes cast support recalling the member of the Steering Committee, the member of the Steering Committee shall be recalled.

## **IX. AMENDMENT**

These Bylaws may be amended, altered, or repealed by the following procedure. The Executive Council or the Steering Committee must first approve any such proposed alterations, amendments, or repeal by a simple majority vote at a regularly scheduled Executive Council or Steering Committee meeting, or at any special meeting duly convened by the Executive Council or the Steering Committee. In either case written notice of the time, purpose of the meeting and the proposed alteration, amendment or repeal of the Bylaws must be given to the members of the Executive Council or the Steering Committee. If approved, the Executive Council or the Steering Committee shall then present to the AAUP-UD members their recommendation in favor of such alterations, amendments, or repeal of the Bylaws. Thereafter, the AAUP-UD members must approve the proposed alterations, amendments, or repeal of the Bylaws by a two-thirds majority of those AAUP-UD members

voting by secret ballot in a vote held within two weeks after such recommendation has been discussed at a meeting open to all AAUP-UD members.

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