

# BYLAWS

of

## AMERICAN ASSOCIATION OF UNIVERSITY PROFESSORS - DELAWARE VALLEY COLLEGE CHAPTER

A Pennsylvania Nonprofit Corporation

### ARTICLE I

#### NAME AND OBJECTIVES OF CORPORATION

**Section 1.01. Name.** The name of this organization is American Association of University Professors - Delaware Valley College Chapter (hereinafter called the "Chapter"). The Chapter may file in accordance with applicable federal and state law such fictitious name(s), trade name(s) or trademark(s) as shall be determined desirable by the Chapter's Executive Council at any time and from time to time.

**Section 1.02. Objectives.** The objectives of the Chapter shall be: (i) to maintain and further develop a climate conducive to supporting a quality program of teaching research and public service; (ii) to represent the professional interests of university faculty, including the faculty of Delaware Valley College, and to advance the standards and ideals of the profession through the American Association of University Professors; and (iii) to improve the terms and conditions of employment of university faculty through the process of collective bargaining.

### ARTICLE II

#### OFFICES AND FISCAL YEAR

**Section 2.01. Registered Office.** The registered office of the Chapter in the Commonwealth of Pennsylvania shall be at 700 E. Butler Avenue, Doylestown, PA 18901, until otherwise established by a vote of a majority of the Executive Council, and a statement of such change is filed in the Department of State, or until changed by an appropriate amendment of the Articles of Incorporation of the Chapter (the "Articles").

**Section 2.02. Other Offices.** The Chapter may also have offices at such other places within or without the United States of America as the Executive Council may from time to time appoint or as the business of the Chapter requires.

**Section 2.03. Fiscal Year.** The fiscal year of the Chapter shall end on the last day of August in each year.

## ARTICLE III MEMBERSHIP

**Section 3.01. Categories of Membership.** The membership of the Chapter shall consist of four categories as follows: Active, Special, Graduate Students, and Emeritus.

Membership is conditioned upon payment of appropriate national and local dues and/or fees. All members of the Chapter must be members of the National American Association of University Professors ("National A.A.U.P."). Eligibility requirements for each of those categories and the extent of membership rights are as follows:

- a. Active Members. Any member of the Delaware Valley College Faculty who is included within the collective bargaining unit as determined by the National Labor Board certification and/or as modified by the parties in negotiation. Active members shall have full rights to vote. An active member shall be eligible to hold office after six (6) months of membership.
- b. Special Members. Special Membership shall be available to any member of the Delaware Valley College Faculty who is not included within the collective bargaining unit. Special members shall have voting rights on all Chapter matters except those concerned with collective bargaining. They are not eligible for serving on the Executive Committee nor on the Executive Council. They may not participate in matters pertaining to collective bargaining.
- c. Graduate Student Members. Graduate Student members shall have voting rights on all Chapter matters except those exclusively concerned with collective bargaining. The term Graduate Student shall have the meaning given to it by the National A.A.U.P.
- d. Emeritus Members. Any member retiring for age or disability may be transferred at his own request to Emeritus Membership with the approval of the Executive Council. Emeritus Members shall have no voting rights, shall not hold office, and shall pay no dues.

Any former Faculty Member at Delaware Valley College or elsewhere who loses his/her Faculty status by virtue of becoming an Administrative Officer, loses rights to vote, hold office, serve on collective bargaining committees, or attend certain meetings.

**Section 3.02. Membership Nonassignable.** Membership and the rights and privileges of a member shall be neither assignable, transferable, nor inheritable.

**Section 3.03. Meeting of Members.** The President of the Chapter may, but shall not be obligated to, call an Annual or Special Meeting of members from time to time for informational purposes only.

**Section 3.04. Quorum.** Twenty (20%) percent of Active and Special Members shall constitute a quorum for the transaction of business at any meeting, and the acts of the majority of the members present shall be the acts of the members, unless otherwise required by law or these Bylaws.

**Section 3.05. Voting Rights.** Every member shall be entitled to one vote.

**Section 3.06. Proxy Voting.** Any member eligible to vote at any meeting of the members may be represented as present, and may vote at such meeting by proxy authorized in writing. Such written authorization must specify the matter with respect to which the proxy is granted, and the person entitled to vote, must be signed and dated by the member granting the proxy, and must be filed with the Secretary.

#### **ARTICLE IV NOTICE - WAIVERS - MEETINGS**

**Section 4.01. Notice.** Whenever written notice is required to be given to any person under the provisions of the Articles, these Bylaws, or the Nonprofit Corporation Law of 1988, as amended from time to time, it may be given to such person, either personally or by sending a copy thereof by intercampus mail, electronic mail, first class mail or express mail, postage prepaid, or by telegram, telex or TWX (with answer back received or courier service, charges prepaid) or by facsimile transmission, to the address (or to the telex, TWX or facsimile number) last supplied by him or her to the Chapter for the purpose of notice. If the notice is sent by mail, courier service or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office or courier service for delivery to such person or, in the case of telex or TWX, when dispatched. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these Bylaws.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

**Section 4.02. Waivers of Notice.** Whenever any written notice is required to be given under the provisions of the Articles, these Bylaws, or the Nonprofit Corporation Law of 1988, as amended, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required herein, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person

attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

**Section 4.03. Modification of Proposal Contained in Notice.** Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

**Section 4.04. Exception to Requirement of Notice.** Wherever any notice or communication is required to be given to any person under the provisions of the Articles or these Bylaws, or the Nonprofit Corporation Law of 1988, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

**Section 4.05. Conference Telephone Meetings.** One or more persons may participate in a meeting of the Executive Council or of a committee of the Executive Council by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

## **ARTICLE V OFFICERS**

**Section 5.01. Number, Qualifications and Designation.** The officers of the Chapter shall be a President, a Vice-President, a Secretary, a Treasurer. These four officers, along with the Immediate Past President, shall constitute the Executive Council. The Immediate Past President shall be defined as a person who served as President in either of the two preceding years, with the most recent having precedence in eligibility. In the event that the Immediate Past President cannot serve, or no person qualifies, such position shall be occupied by the most immediate past officers with precedence being given according to the order in which officers are listed in this Section. The officers shall be natural persons over the age of twenty-one (21) years.

**Section 5.02. Election and Term of Office.** The officers of the Chapter, except those elected by delegated authority pursuant to Section 5.05 of this Article, shall be elected annually by the Members, and each such officer shall hold his or her office for one year. Incumbents are eligible for reelection.

**Section 5.03. Resignations.** Unless otherwise bound by written agreement with the Chapter, any officer or agent may resign at any time by giving written notice to the Executive Council, or to the President or the Secretary of the Chapter. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.04. Removal.** Officers may be removed for misconduct or dereliction of duties. In the event removal proceedings are instituted, the accused officer shall have a full opportunity to present a defense against the charge(s) both before the Executive Council, which shall make a recommendation to the membership, and before the membership at a special meeting which shall be convened by the Executive Council after reasonable notice of at least fifteen days. A majority vote of the membership present and voting shall be required to remove an officer. In the event an officer resigns during his/her term of office, or is removed as above provided, the vacancy shall be filled as provided herein. Proceedings may be initiated upon petition of a minimum of one-half of the active members or by the unanimous recommendation of the remaining officers.

**Section 5.05. Vacancies.** In case of a vacancy in the office of President, the Vice-President shall succeed to that office until an election can be conveniently held within a period of four months to fill the remainder of the unexpired term. Elections will be held in accordance with procedures outlined in these Bylaws except for the dates stipulated. In the case of a vacancy in any other Executive Council office, the President shall call a special election of the membership to fill the vacancy. The President may make an interim appointment of six months or less until an election can be conveniently held to fill the remainder of the unexpired term.

**Section 5.06. General Powers.** All officers of the Chapter, as between themselves and the Chapter, shall respectively have such authority and perform such duties in the management of the property and affairs of the Chapter as may be determined by resolutions or orders of the Executive Council, or, in the absence of controlling provisions in resolutions or orders of the Chapter, as may be provided in these Bylaws. More specifically, the officers each have the following responsibilities:

- a. **The President.** The President shall assume executive responsibility for all Chapter activities. The President shall act as chairperson of the Executive Council and of the Executive Committee and shall preside at Chapter meetings. The President or the President's alternate shall serve as spokesperson for the national, regional, and collective bargaining caucus meetings.
- b. **Vice-President.** In the absence of the President, she or he shall preside at meetings at which the president normally presides.
- c. **The Secretary.** The Secretary shall be responsible for the records of meetings of the Executive Council and the Executive Committee and the Steering Committee. The Secretary shall receive and keep minutes of all committee meetings dealing with Chapter and/or National A.A.U.P. matters. The Secretary shall be responsible for maintaining and sending Chapter correspondence, including notices required by these Bylaws. The Secretary shall also be for maintaining and sending correspondence relating to committee activities.

- f. The Treasurer. The Treasurer shall keep all Chapter accounts and submit financial records for a yearly audit. The Treasurer shall be bonded by a corporate surety company for not less than ten percent of the funds he annually handles. All checks shall be signed by two out of three of the President, Vice President and Treasurer.
- g. Immediate Past President. The Immediate Past President shall assist the officers of the Executive Council in their deliberations and duties as prior executive experience may indicate.

**Section 5.07. Executive Council.**

a. General. The Executive Council shall be responsible for carrying out the general purposes of the Chapter as defined in Article I. The Executive Council is to serve in the nature of a Board of Directors, and is vested with the powers ordinarily exercised by Directors (as contemplated by the 1988 Pennsylvania Nonprofit Corporation Law), except as otherwise provided herein. As its first order of business upon assuming office, the Executive Council shall appoint chairpersons of standing committees who will serve the Executive Council in an advisory capacity, and who shall collectively sit with the Executive Council as an Executive Committee.

b. Number, Qualifications, Term of Office.

The Executive Council of the Chapter shall consist of those officers elected at Section 5.01, as well as the Immediate Past President (as provided in Section 5.01). Each Executive Council member shall hold office until the expiration of the term of the officership for which he or she was selected.

c. Vacancies. Vacancies in the Executive Council shall be filled in accordance with the procedures set forth for the replacement of officers, as such officers make up the Executive Council.

d. Removal and Resignation. An Executive Council member who is removed as an officer, or who resigns as an officer, shall therefore be removed, or shall have resigned, as an Executive Council member. The procedures for removal and resignation shall be those set forth at Article V.

e. Meetings. The Executive Council shall hold meetings during the academic year, and shall provide the members with minutes of all such meetings. Special meetings shall be called as the Executive Council may require, or upon petition of one-quarter of the members of the Chapter. A majority of the Executive Council shall constitute a quorum for the transaction of business at a meeting, and the acts of a majority of the Executive Council members present shall be the acts of the Executive Council. Each Executive Council member shall be entitled to one vote.

f. Miscellaneous.

(i) Any action taken by the Executive Council may be overruled by a two-thirds vote of the membership.

(ii) The Executive Council shall have authority to delegate specific responsibility to any committee it may appoint or which may be established by the membership entitled to vote.

(iii) The Executive Council shall have the authority to approve expenditures and to reimburse officers and other members for expenses incurred in the conduct of Chapter activities.

(iv) The Executive Council may require the period audit of financial records, and in such an event shall arrange for the accomplishment of same.

(v) The Executive Council may conduct referenda on matters of great importance and the results are to be binding.

**Section 5.08. Steering Committee.** The Steering Committee is to direct collective bargaining activities, and shall consist of ten people composed as follows: From the Executive Council - the President, the Vice-President, Secretary, Treasurer, and Immediate Past President, and five members to be elected by the membership at large. The Steering Committee is to be chaired by the President. The Steering Committee shall have authority to appoint special service committees, standing or ad hoc, for detailed research, analysis, and recommendations on any subject related to collective bargaining.

Negotiating Team. A Negotiating Team shall be established as provided herein at Article VI.

Membership Authorization and Approval. In preparing for, and during the course of negotiations, when possible, the members' views shall be solicited, and members shall be apprised of developments. There shall be a distribution of a summary of any contract proposed for ratification normally no later than one week prior to the ratification vote. A majority vote by mail ballot of the Active Members voting, or a majority vote of the Active members present at a regular or special meeting called for that purpose, shall be necessary to ratify contract terms agreed to after negotiations, or to authorize any job action. Such ratification or authorization shall be by secret ballot.

**Section 5.09. Officers' Bonds.** Any officer shall give a bond for the faithful discharge of his or her duties in such sum, if any, and with such surety or sureties, as the Executive Council shall require.

## ARTICLE VI PROCEDURES

**Section 6.01. Nominations for Office.** Nominations shall be made from the meeting floor, and shall be made at the meeting during which elections are to be held.

**Section 6.02. Negotiating Team.** A Negotiating Team shall consist of a Chief Negotiator and four or five active members appointed by the Executive Committee for their special competence from among the members of the active members. Individuals who are members of AAUP but are not members of the Bargaining Unit may be appointed for their expertise.

a. The Negotiating Team shall sit in negotiating sessions. The team may be advised and/or accompanied by legal counsel.

b. The Chapter President may participate in planning and negotiation whether or not he/she has been appointed to the team.

c. The Negotiating Team may invite other members to assist as needed.

d. Members of the Negotiating Team may be removed by vote of the Steering Committee.

### **Section 6.03. Meetings.**

a. Twenty percent (20%) of the total Active and Special Membership constitute a quorum at all Chapter meetings, regular or special. Nonmembers may be admitted as observers upon approval of a majority of the members present. Anyone disrupting a meeting may be ordered by the President to leave.

b. Meetings called for the purpose of discussion of collective bargaining matters shall be limited to Active Members.

c. Meetings of the Executive Council and of all committees shall be open.

d. Except as provided in these Bylaws, the meetings of the Chapter shall be governed by *Robert's Rules of Order*.

**Section 6.04. Dues, Fees, and Assessments.** Changes in the dues structure may be recommended by the Executive Council and will become effective upon approval by the majority of the members voting either at a general membership meeting or by mail. Emeritus Members shall pay no dues. Dues may be collected by a voluntary check-off arrangement in accordance with law. Dues and allocations may be changed by majority vote by secret ballot of the eligible members voting at a regular or special meeting, after reasonable notice of at least fifteen days of the intention to vote upon such question, or by majority vote of the eligible members voting in a membership referendum conducted by secret ballot. No assessments, fines, or fees shall be



levied for any purpose against any member or members except by majority vote of the eligible members voting at a regular or special meeting. No assessments, fines, or fees for political purposes may be levied under any circumstances.

**Section 6.05. Contributions.** The Chapter is authorized to receive contributions from any donor provided that the Executive Council determines that the conditions or purposes of any such contribution are not inconsistent with these Bylaws or the general purposes of the Chapter.

**Section 6.06. Discipline and Dues Process.** No member tendering his dues may be expelled from the Chapter for any reason so long as he/she retains Faculty status. However, in the event proceedings are instituted for any cause, the accused member shall have a full opportunity to present a defense against the charge(s) both before the Executive Council, which shall make a recommendation for appropriate action to the membership, and before the membership at a special meeting which shall be convened by the Executive Council after reasonable notice of at least fifteen days. A majority vote of the membership present and voting shall be required to discipline a member.

## **ARTICLE VII MISCELLANEOUS**

**Section 7.01. Corporate Seal.** The Chapter shall have a corporate seal in the form of a circle containing the name of the Chapter, the year of incorporation and such other details as may be approved by the Executive Council.

**Section 7.02. Contracts.** Except as otherwise provided in these Bylaws, the Executive Council may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Chapter, and such authority may be general or confined to specific instances.

**Section 7.03. Deposits.** All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositaries as the Executive Council may approve or designate, and all such funds shall be withdrawn only upon checks signed in accordance with Article V.

**Section 7.04. Annual Report of the Executive Council.** The Executive Council shall direct the President and Treasurer to present at the annual meeting of the Executive Council a report showing in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, of the Chapter as of the end of the fiscal year immediately preceding the date of the report.
- (2) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(3) The revenues or receipts of the Chapter, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund, if any, held by or for the Chapter.

(4) The expenses or disbursements of the Chapter, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Chapter.

The annual report of the Executive Council shall be filed with the Chapter record book.

**Section 7.05. Amendment of Bylaws.** Amendments to these Bylaws may be proposed by the Executive Council, or to the Executive Council by a petition of 10% of the Chapter membership, or by a majority of members voting in any meetings. A proposed text shall be circulated by the Executive Council, with its recommendations, to the membership for information and response, no later than fifteen days prior to submission to the membership of the final text for voting. Recommendations for further submission and/or revisions may be submitted to the Executive Council during this fifteen day period.

A two-thirds vote of those voting either by mail ballot circulated to the total eligible membership, or of the members present at a regular or special meeting called for that purpose, shall be necessary for approval. The vote shall be by secret ballot.

**Section 7.06. Validity.** These Bylaws shall be in force upon ratification by a two-thirds majority of all members voting, either by mail ballot circulated to the total eligible membership, or of the members present at a regular or special meeting called for that purpose, provided those voting constitute a majority of the eligible membership. The vote shall be by secret ballot.

Dated: October 9, 1998