

Bylaws

CONSTITUTION AND BYLAWS OF THE BUFFALO HEALTH SCIENCES CENTER CHAPTER UNITED UNIVERSITY PROFESSIONS

ARTICLE 1

NAME

THE NAME OF THIS ORGANIZATION SHALL BE THE BUFFALO HEALTH SCIENCES CENTER ("BUFFALO HSC") CHAPTER OF UNITED UNIVERSITY PROFESSIONS ("UUP"), LOCAL #2190 OF THE AMERICAN FEDERATION OF TEACHERS, AFL-CIO (HEREINAFTER, THE "BUFFALO HSC CHAPTER" OR "CHAPTER").

ARTICLE 2

PURPOSE

The purpose of the BUFFALO HSC Chapter shall be to promote the aims of UUP, namely, to improve the terms and conditions of employment of those it represents; to promote mutual assistance and cooperation among the members of UUP; to advance education in a democracy and democracy in education; to promote the principle of unity and collective bargaining in higher education; and to defend the civil, professional, and human rights of those it represents.

Its purpose is also to monitor local compliance with the Agreement between UUP and the State of New York. In addition, it shall be the purpose of the Chapter to promote academic excellence and to strengthen the college and university community. The Chapter will organize and support activities associated with its campus responsibilities as a union and shall cooperate with other Chapters, UUP, UUP affiliates, and other appropriate organizations in furtherance of these objectives.

ARTICLE 3

MEMBERSHIP

Section 3.1 - Classes of Membership:

3.1.1. There shall be the following classes of membership in the BUFFALO HSC Chapter, as defined by the UUP Constitution: Regular Membership; Contingent Membership (formerly Part-Time, extends from September 1 through August 31); Special Membership, either Retired or Sustaining; Associate Membership; Honorary Membership and Continuing Membership.

3.1.2. Regular membership in this Chapter shall be open to employees in the Professional Services Negotiating Unit (08) at the State University of New York, University Center at Buffalo. Membership in good standing shall be maintained through membership in UUP as specified in the UUP Constitution.

3.1.3. Rights of all classes of members are defined by the UUP Constitution.

Section 3.2 - Categories of Membership:

Membership shall be of either of two categories, "academic" or "professional." "Academic" members shall be those persons with academic rank. "Professional" members shall be those persons with professional rank. "Contingent Academic" members shall be those persons appointed to any academic position which does not prescribe eligibility for continuing appointment. "Contingent Professional" members shall be those persons appointed to any professional position which does not prescribe eligibility for permanent appointment.

ARTICLE 4

MEETINGS OF THE MEMBERSHIP

Section 4.1 - Authority:

Chapter members shall make policy at duly constituted meetings or through referenda. The annual Chapter budget shall be approved by a majority vote of those present and voting at a Chapter meeting.

Section 4.2 - Regular Meetings:

There shall be at least one meeting of the Chapter membership each academic year. The Chapter President shall call all meetings of the Chapter membership and preside over them. The Chapter President shall send a written or electronic announcement of a regular Chapter meeting to all members at least seven days prior to the meeting. The announcement shall contain the date, time, and place of the meeting and the agenda, if available, which may be modified at the meeting.

Section 4.3 - Special Meetings:

Special meetings of the Chapter membership may be called by the Chapter President, at the request of a majority of the

Executive Board, or at the petition of at least ten percent of the Chapter membership. Unless extraordinary circumstances prohibit it, the Chapter President shall send a written or electronic announcement of a special Chapter meeting to all members at least seven days prior to the meeting. The announcement shall contain the date, time, and place of meeting and the agenda, which may be modified at the meeting.

Section 4.4 - Minutes:

Approved minutes of all Chapter meetings shall be published and be available to the membership.

Section 4.5 - Referenda:

The Executive Board shall initiate referenda by a majority vote or upon the petition of at least ten percent of the Chapter membership. Referenda shall be conducted using procedures adopted by the Executive Board.

Section 4.6 – Conduct of Meetings:

A quorum for a meeting of the membership shall be ten percent of the Chapter membership provided however, that at least half of the officers, as defined in Article 5.1, are present. A quorum for a meeting of the Executive Board shall be a majority of Executive Board Voting membership provided however, that at least half of the officers, as defined in Article 5.1, are present. Robert’s Rules of Order (Newly Revised) shall govern the meetings of the Chapter and the Executive Board in all cases in which they are not in conflict with the Chapter Constitution or Bylaws.

ARTICLE 5

OFFICERS

Section 5.1 - Definition:

The officers of the Chapter shall include a President, a Vice President for Academics, a Vice President for Professionals, a Secretary, a Treasurer, a Grievance Chairperson, a Membership Development Officer, an Officer for Contingents , an Officer for Retirees, and a Designee for Diversity, Equity and Inclusion.

Section 5.2 - Duties:

5.2.1 The Chapter President shall preside over meetings of the Chapter and the Executive Board; be the first delegate to the Delegate Assembly; maintain liaison with UUP; appoint chairpersons and members of committees, subject to approval by the Executive Board; be a non-voting member of all committees; serve as the administrative officer of the Chapter; supervise any office staff; be authorized to sign checks in the absence or incapacity of the Treasurer; and perform other functions and duties usually attributed to the office of President. In addition, the Chapter President shall represent the Chapter to management, to the college community, and to the public.

5.2.2 The Vice Presidents shall be delegates to the Delegate Assembly; shall have as their primary duties the representation of the members of the categories they represent, and shall be responsible for organizing a Department Representative Structure. In addition, they shall perform other responsibilities and duties assigned by the Chapter President and/or the Executive Board. In the event the Chapter President is absent or disabled, the Vice President from the alternate membership category shall automatically assume the duties of the presidency until such time as the Executive Board meets and appoints an Acting Chapter President or until a special election is held.

5.2.3 The Secretary shall keep accurate minutes of the meetings of the Chapter, the Executive Board, and the Labor-Management Committee, and shall, in the absence of a Designated Election Official, assume the duties assigned to that position. The Secretary shall assist in maintaining Chapter files, a roll of the membership, and shall perform such other functions usually attributed to this office as requested by the Chapter President, the Executive Board, or the Chapter.

5.2.4 The Treasurer shall be responsible for the funds of the Chapter, depositing them in a checking or savings account as appropriate; shall keep accurate accounts of receipts and disbursements; be authorized to issue checks and make withdrawals and transfers as authorized by the Chapter President or Executive Board; shall report to each meeting of the Executive Board; shall prepare an annual financial statement for publication and distribution to the Chapter and to the state-wide Treasurer and state-wide UUP Executive Board; shall prepare a budget for submission to the Executive Board; shall keep the Chapter President and Executive Board informed of the financial condition of the Chapter; and shall perform such other functions usually attributed to this office as requested by the Chapter President, the Executive Board, or the Chapter.

5.2.5 The Grievance Chairperson shall be responsible for assisting members of the bargaining unit with the processing of grievances, shall report to the Chapter, the Executive Board, and the Chapter President, as appropriate, and shall make

recommendations to the Executive Board. The Grievance Chairperson shall serve as chairperson of the Grievance Committee.

5.2.6 The Membership Development Officer shall work to promote membership growth; shall present to the Executive Board recommendations with respect to membership development; shall serve, by virtue of the office, as a member of the Committee on Active Retired Membership and as a member of the Membership Committee; and shall perform such other membership-related functions as may be directed by the President or the Executive Board.

5.2.7 The Officer for Contingents shall be responsible for monitoring the concerns of contingent members, shall report to the Chapter, the Executive Board, and the Chapter President, as appropriate, and shall make recommendations to the Executive Board.

5.2.8 The Officer for Retirees shall be responsible for encouraging and promoting retired membership; shall make recommendations with regard to organizational structures wherein retirees and the Union may continue their mutually beneficial relationships; shall propose means whereby the interests of Retired members are referred to appropriate bodies; and shall consider such other matters as may be referred to them.

5.2.9 The Designee for Diversity, Equity and Inclusion will represent the chapter on issues related to Diversity, Equity and Inclusion.

Section 5.3 - Selection and Terms of Office:

5.3.1 All officers, except the Grievance Chairperson, the Officer for Contingents and the designee for Diversity, Equity and Inclusion shall be elected by the Chapter membership for a term of two years. The Vice-Presidents shall be elected by and from their respective membership categories. Elections shall be conducted in accordance with the UUP Constitution and Article 8 of these Bylaws.

5.3.2 The Grievance Chairperson shall be appointed by the President, subject to approval by the Executive Board. The terms of office of the Grievance Chairperson shall coincide with the term of the Agreement between UUP and the State of New York.

5.3.3 The Officer for Contingents shall be appointed by the President, subject to approval by the Executive Board, after consultation with contingent members of the Chapter.

5.3.4 The Designee for Diversity, Equity and Inclusion shall be appointed by the President, subject to approval by the Executive Board

5.3.5 The terms of office of the Officer for Contingents and designee for Diversity, Equity and Inclusion shall be for two years and shall coincide with the terms of the elected officers.

ARTICLE 6

EXECUTIVE BOARD

Section 6.1 - Definition:

The Executive Board shall consist of:

6.1.1 The officers, as specified in Article 5.1, who shall be voting members of the Executive Board.

6.1.2 Members who received at least ten (10) votes in the Chapter election for the position of Academic or Professional Delegate to the Delegate Assembly, who shall be voting members of the Executive Board. Members who received fewer than 10 votes in the Chapter election for the position of Academic or Professional Delegate to the Delegate Assembly, who shall be members of the Executive Board ex-officio without vote.

6.1.3 The following positions, which shall be appointed by the Chapter President, subject to approval by the Executive Board: Active Retired Representative; Labor Relations Specialist, Designated Election Official; Legislation Chairperson; Membership Chairperson; Newsletter Editor; and Safety and Health Chairperson. Persons serving in these appointed positions shall be members of the Executive Board ex-officio without vote, unless they are otherwise voting members of the Executive Board as defined in Articles 5.1 and 6.1.2.

6.1.4 Members of the Chapter who serve as officers of UUP or members of the state-wide UUP Executive Board shall be voting members of the Executive Board.

6.1.5 Members of the Chapter who serve as chairpersons of UUP statewide Standing Committees shall be members of the Executive Board ex-officio without vote, unless they are otherwise voting members of the Executive Board as defined in Articles 5.1 and 6.1.2.

Section 6.2 - Duties:

6.2.1 The Executive Board shall be the policy-implementing body of the Chapter and shall be responsible for the administration of the Chapter and its activities. It shall appoint individuals to fill vacancies, or direct that special elections be held to fill vacancies; approve appointments to committees; approve a budget for submission to the Chapter; approve all expenditures pursuant to the Chapter Budget and authorize extraordinary expenditures; carry out policies established by the Chapter and suggest policies for consideration by the Chapter; arrange for such ancillary staff members and assistance as are necessary to attain the goals of the Chapter; act on behalf of the membership in the absence of membership policy and during periods of time when Chapter meetings cannot be reasonably convened; generally represent UUP and the Chapter; and, carry out such other duties as are reasonably associated with an Executive Board. The Executive Board shall by a majority vote or upon the petition of at least ten percent of the Chapter membership initiate referenda, and shall adopt procedures for the conduct of such referenda.

6.2.2 Duties of the Active Retired Representative; Legislation Chairperson; Membership Chairperson; Newsletter Editor; and Safety and Health Chairperson shall be defined by the Executive Board.

6.2.3 Duties of the Designated Election Official shall be in accordance with the UUP Constitution. The Designated Election Official shall also develop procedures for the conduct of Chapter Referenda subject to approval by the Executive Board.

Section 6.3 - Terms of Office:

Except where otherwise specified, terms of office for elected and appointed positions of the Executive Board shall be two years and shall coincide with the terms of the elected officers.

Section 6.4 - Meetings:

6.4.1 The Executive Board shall meet at least monthly during the academic year. Meetings shall be convened by the Chapter President or by a written request of one-third of the Executive Board or ten percent of the Chapter membership. The Chapter President shall send a written or electronic announcement of an Executive Board meeting to all members of the Executive Board at least seven days prior to the meeting. The announcement shall contain the date, time, and place of meeting and the agenda, which may be modified at the meeting.

6.4.2 Executive Board meetings, other than executive sessions, shall be open to all members of the Chapter, by advanced request and after approval by the majority of the Chapter officers.

Section 6.5 - Minutes:

Approved minutes of all Executive Board meetings and approved notes of Labor-Management meetings shall be maintained and be available to the Chapter membership.

ARTICLE 7

DELEGATES TO THE UUP DELEGATE ASSEMBLY

Section 7.1 - Definition:

The first delegate shall be the Chapter President; the second shall be the Vice President of the alternate membership category of the Chapter President; the third shall be the Vice President of the same membership category as the Chapter President, if the Chapter is entitled to an additional representative from that category. Additional delegates shall be elected by and from the membership according to the provisions of the UUP Constitution.

Section 7.2 - Duties:

In addition to serving as members of the Executive Board, Delegates shall represent the Chapter at the Delegate Assembly of UUP. Delegates shall analyze the business to be conducted at each Delegate Assembly and seek input from the membership on issues of importance to the Chapter. Delegates shall report to the membership on actions taken by the Delegate Assembly.

Section 7.3 - Seating at the Delegate Assembly:

The number of Chapter representatives eligible for seating at the Delegate Assembly shall be determined by UUP, in accordance with the UUP Constitution. Prior to each Delegate Assembly the Chapter President shall ask Delegates, in rank order of their election, their intention to serve at that Delegate Assembly. Delegates who do not so confirm with the Chapter President at least seven days prior to the Delegate Assembly shall be replaced by the next ranking Delegate who so confirms. If a Delegate is so replaced, that Delegate shall not be eligible for seating at the Delegate Assembly in place of any confirmed Delegate who attends the Delegate Assembly.

Section 7.4 - Selection and Terms:

Delegates shall be elected in accordance with the UUP Constitution.

ARTICLE 8

ELECTIONS

Section 8.1 - Chapter Elections:

Chapter elections, except those held to fill vacancies, shall be held every two years for each elective office and be completed no later than May 1. Terms of office shall begin on June 1. Persons elected to fill vacancies shall take office at the time of election.

Section 8.2 - Conduct of Elections:

Chapter elections shall be conducted in accordance with the UUP Constitution.

Section 8.3 - Vacancies:

In the event of a vacancy in an office, the Executive Board shall within thirty days by majority vote either designate a person to serve out the term of the office or direct that a special election be held. The Executive Board may appoint any eligible individual to fill the term of an office that becomes vacant, except those offices that require election for legal recognition, such as delegate to the UUP Delegate Assembly and affiliate conventions or assemblies.

ARTICLE 9

RECALL

Section 9.1 - Removal for Cause:

An officer, delegate, or member of the Executive Board may be removed from office for valid cause. Valid cause for removal from office may include, but not be limited to, continued neglect or non-performance of the duties of the office, misuse of Chapter funds, and /or intentional misrepresentation of the organization to outside parties.

Section 9.2 - Procedure:

9.2.1 Upon receipt of written charges and a petition of ten percent of the Chapter membership, or one-third of the voting members of the Executive Board, the Chapter President shall appoint a Select Committee, subject to approval by the Executive Board, to conduct a confidential investigation. The Select Committee shall be composed of not less than three and not more than five members of the Chapter. If charges are raised against the Chapter President, the Select Committee shall be appointed by the Vice President of the alternate membership category. The charges from such a petition shall be mailed registered or certified mail, return receipt requested, to the official address of the individual charged; and shall be given to the Select Committee.

9.2.2 An individual charged must indicate in writing, receipt of the charges and an interest in retaining the office in question. Failure to indicate such interest within two weeks of receipt of the charges shall be deemed to be a resignation, and the office shall be declared vacant. In such case, the Select Committee shall report the resignation and vacancy to the Executive Board, and the investigation shall be considered closed.

9.2.3 If a vacancy is declared, it shall be filled in accordance with the procedures in Article 8.3. If a vacancy is not declared, the Select Committee shall investigate the charges and provide an opportunity for the individual charged to respond. Such an investigation shall be conducted in accordance with the latest edition of Robert's Rules of Order, Newly Revised. Following the conclusion of an investigation, the Select Committee shall report its findings to an executive session of the Executive Board. If the Executive Board concludes that there is merit to the charges, it shall call a special meeting of the membership according to procedures in Article 4.3. At the special membership meeting there shall be a full discussion of the charges and the individual charged shall have the right to present a defense. A majority vote of those attending the special membership meeting shall be required to authorize a recall election.

Section 9.3 - Recall Election:

A vote to remove an officer, delegate or member of the Executive Board shall be conducted by mail to the official address of each member of the Chapter. Chapter members shall have at least 14 calendar days to return their ballots. A vote to remove an officer, delegate or member of the Executive Board shall require a majority of those voting.

Section 9.4 - Vacancies:

If a vacancy is created as a result of a recall vote, that vacancy shall be filled according to the procedures in Article 8.3.

ARTICLE 10

PARLIAMENTARY AUTHORITY

Section 10.1 - Quorum:

10.1.1 A quorum for a meeting of the membership shall be ten percent of the Chapter membership.

10.1.2 A quorum for a meeting of the Executive Board shall be a majority of its voting members, provided however, that at least half of the officers, as defined in Article 5.1, are present.

Section 10.2 - Parliamentary Authority:

Meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, Newly Revised, except that these Bylaws or the UUP Constitution shall take precedence.

Section 10.3 - Parliamentarian:

The Chapter President may appoint a parliamentarian to assist in the conduct of meetings; the parliamentarian shall not be a member of the Executive Board.

ARTICLE 11

CONSTRUCTION AND SEVERABILITY

Section 11.1 - Construction and Severability:

11.1.1 If a provision of these Bylaws is discovered to be null and void because of a conflict with an authority that must take precedence, the Executive Board shall have the authority to change the provision to make it conform to all necessary policies/statements.

11.1.2 A decision by a competent agency invalidating a clause, phrase, or section of these Bylaws shall not invalidate any other clause, phrase, or section.

ARTICLE 12

AMENDMENT

Section 12.1 - Amendment:

12.1.1 Amendment of these Bylaws may be proposed by the Executive Board or by written petition of ten percent of the Chapter membership.

12.1.2 A proposed amendment shall be submitted to the membership, in writing, at least (30) thirty days prior to a regular or special meeting of the membership called in accordance with the procedures in Article 4. Following such a Chapter meeting, a vote on a proposed amendment shall be conducted by mail to all members of the Chapter. Chapter members shall have not less than 14 calendar days to return their ballots.

Section 12.2 - Ratification:

12.2.1 Amendments to these Bylaws shall go into effect immediately upon adoption by a two-thirds vote of the members voting in a mail ballot according to the procedures specified in Article 12.1.2.

12.2.2 These Bylaws shall supersede all prior Constitutions and Bylaws of this Chapter. Upon ratification, a dated copy shall be sent to all members and to the Secretary of UUP.