



Upstate Medical University Chapter
Of United University Professions
Chapter Bylaws

ARTICLE 14: AMENDMENT

Section 14 Amendment:

- 14.1.1 Amendment of these Bylaws may be proposed by the Executive Board or by written petition of ten per cent of the Chapter membership. A proposed amendment shall be submitted to the membership, in writing, at a regular or special meeting of the membership called in accordance with the procedures in Article 4.2, or 4.3. Following such a Chapter meeting, a vote on a proposed amendment shall be conducted by mail or UUP approved electronic ballot to all members of the Chapter. Chapter members shall have not less than 14 calendar days to return their ballots.
- 14.1.2 Amendments to these Bylaws shall go into effect immediately upon adoption by a two-thirds vote of the members voting in a mail ballot or UUP approved electronic ballot according to the procedures specified in Article 14.1.1, unless otherwise specified.
- 14.1.3 These Bylaws were last amended by the Chapter Membership on March 5, 2018 and updated April 14, 2019 to make consistent with UUP Constitutional Changes.

ARTICLE 1: NAME

The name of this organization shall be the Upstate Medical University Chapter of United University Professions (UUP), Local #2190 of the American Federation of Teachers, AFL-CIO (hereinafter, the "Upstate Medical University Chapter" or "Chapter").

ARTICLE 2: PURPOSE

The primary purpose of the Upstate Medical University Chapter shall be to promote the aims of UUP, namely, to improve the terms and conditions of employment and to defend the civil, professional, and human rights 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. Its purpose is also to monitor local compliance with the Agreement between UUP and the State of New York. In addition, the Chapter will promote public higher education, academic excellence, and strive to strengthen the college and university community; organize and support activities associated with its campus responsibilities as a union; and will cooperate with other Chapters, UUP, UUP affiliates, and appropriate organizations in furtherance of these objectives. The chapter's additional purpose shall be to promote the purposes of the as found in Article II of the UUP Constitution, as those provisions apply to Upstate Medical University.

ARTICLE 3: MEMBERSHIP

Section 3.1 - Classes of Membership:

- 3.1.1 There shall be the following classes of membership in the Upstate Medical University Chapter, as defined by the UUP Constitution: Regular Membership; Special Membership, either Retired or Sustaining; Associate Membership; and Honorary Membership.
- 3.1.2 Regular membership (hereinafter, "member" or "membership") in this Chapter shall be open to employees in the Professional Services Negotiating Unit (08) at the State University of New York, Upstate Medical University. Membership in good standing shall be maintained through membership in UUP as specified in the UUP Constitution.
- 3.1.3 Contingent membership shall extend from September 1 through August 31. Membership in good standing shall be maintained through payment of dues as defined in Article III. Section 4. Dues. b.i.b. of the UUP Constitution and shall be on a continuing basis throughout the membership year.
- 3.1.4 Rights of members other than regular members are defined by the UUP Constitution

Section 3.2 – Categories of Membership

Membership shall be of either of two categories, "academic" or "professional."

- 3.2.1 "Academic" members shall be those persons with academic rank.
- 3.2.2 "Contingent" academic members shall be those persons appointed to any position which does not prescribe eligibility for continuing appointment.
- 3.3.3 "Professional" members shall be those persons with professional rank.
- 3.3.4 "Contingent" professional members shall be those persons appointed to any position which does not prescribe eligibility for permanent appointment.

ARTICLE 4: MEETING OF THE MEMBERSHIP

Section 4.1 - Authority:

Chapter members may create policies at duly constituted meetings or through referenda. The annual Chapter budget shall be approved by majority 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 meeting agenda; that agenda, however, may be modified at the meeting.

Section 4.3 - Special Meetings:

Special meetings 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 per cent 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 meeting agenda; only business mentioned in the agenda can be transacted at a special Chapter meeting.

Section 4.4 - Minutes:

Minutes of all Chapter meetings shall be distributed to all members of the Executive Board, and made 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 per cent of the Chapter membership. Referenda shall be conducted using procedures adopted by the Executive Board.

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 11.3 – Recall Election:

A vote to remove a 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 official, delegate or member of the Executive Board shall require a majority of those voting.

ARTICLE 12: PARLIAMENTARY AUTHORITY

Section 12.1 – Quorum:

- 12.1.1 A quorum for a meeting of the membership shall be 40 Chapter members.
- 12.1.2 A quorum for a meeting of the Executive Board shall be no less than 12 Executive Board members present and voting provided however, that at least half of the officers, as defined in Article 5.1, are present.

Section 12.2 - Parliamentary Authority:

- 12.2.1 Meetings shall be conducted in accordance with the UUP Constitution, these Chapter Bylaws and Robert's Rules of Order, Newly Revised, in descending precedence.
- 12.2.2 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.
- 12.1.3 A quorum for a meeting of the officers shall be a majority of the officers specified in Article 5.1

ARTICLE 13: CONSTRUCTION AND SEVERABILITY

Section 13 - Construction and Severability:

- 13.1.1 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 policy/ statements.
- 13.1.2 A decision by a competent agency invalidating a clause, phrase, or section of these Bylaws shall not invalidate any other clause, phrase, or section.

Section 10.3 - 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 which becomes vacant, except those offices which require election for legal recognition.

ARTICLE 11: RECALL

Section 11.1- 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 nonperformance of the duties of the office, misuse of Chapter funds, and intentional misrepresentation of the organization to outside parties.

Section 11.2 - Procedure:

- 11.2.1 Upon receipt of written charges and a petition of ten per cent of the Chapter membership, or one third 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 opposite 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
- 11.2.2 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
- 11.2.3 If a vacancy is declared, it shall be filled in accordance with the procedures in Article 10.3. 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

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 (or a Secretary-Treasurer), an Officer for Contingents, a Grievance Officer (s), Officer for Retirees, and a Designee for Diversity, Equity and Inclusion Committee.

Section 5.2 - Duties:

- 5.2.1 The Chapter President shall preside over meetings of the Chapter and the Executive Board; shall 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; 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 or a designee 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; shall be responsible for organizing a Subsection 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 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 and the Executive Board; shall be responsible for all Chapter elections. The Secretary shall assist in maintaining Chapter files and shall perform such other functions usually attributed to this office as requested by the Chapter President, or the Executive Board.
- 5.2.4 The Treasurer shall be bonded and shall be responsible for the funds of the Chapter, depositing them in a checking or savings account as appropriate; 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; report to each meeting of the Executive Board; prepare an annual financial statement for publication and distribution to the Chapter and to the statewide Treasurer and state-wide UUP Executive Board; prepare a budget for submission to the Executive Board; and keep the Chapter President and Executive Board informed of the financial condition of the Chapter.

- 5.2.5 The Officer for Contingents shall be responsible for monitoring the concerns of Contingent members and shall report to the Chapter membership, the Executive Board, and the Chapter President as appropriate and make recommendations to the Executive Board.
- 5.2.6 The Grievance Officer (s) shall be responsible for assisting members of the bargaining unit with problems and concerns and processing grievances according to appropriate procedures. When a Grievance Officer for Academics and a Grievance Officer for Professionals have been appointed, their primary duties shall consist of assisting members of the category of the bargaining unit they represent and processing grievances according to appropriate procedures.
- 5.2.7 The Designee for Diversity, Equity and Inclusion shall serve as chairperson of a [Diversity, Equity and Inclusion](#) Committee and be responsible for monitoring related concerns and shall report to the Chapter membership, the Executive Board, and the Chapter President as appropriate and make recommendations to the Executive Board.
- 5.2.8 The Officer for Retirees shall work with leadership to facilitate in-district and statewide advocacy; attend Executive Board meetings and report on activities relevant to engagement of the Chapter's retired members; serve as a conduit for information to/from membership, leadership and COARM; work with the President and Executive Board to schedule pre-retirement workshops, and other events to involve retired members; and coordinate with leadership to promote the benefits of being involved with active and retiree activities.

Section 5.3 - Selection and Terms of Office:

- 5.3.1 The President, Vice-Presidents, Secretary, Treasurer, Officer for Contingents and Officer for Retirees 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. The provisions of the UUP Constitution and Article 10 of these By Laws shall govern elections.
- 5.3.2 The Designee for Diversity, Equity and Inclusion Committee shall be appointed by the Chapter President, subject to the approval of the Executive Board, for a term of two years coinciding with the terms of the elected officers.
- 5.3.3 A Grievance Officer (s), or when possible, a Grievance Officer for Academics, and a Grievance Officer for Professionals shall be appointed by the Chapter President, subject to approval by the Executive Board. The term of office of the Grievance Officer (s) shall coincide with the terms of the Agreement between UUP and the State of New York.

Section 8.3 - 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 or designee 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 8.4 - Selection and Terms:

Delegate election and terms shall be in accordance with the UUP Constitution

ARTICLE 9: SUBSECTION REPRESENTATIVE STRUCTURE

Section 9.1 - Definition:

A Representative Structure based on Colleges, Departments or substructures thereof; assuring that every member is represented shall be created.

Section 9.2 – Duties:

The Vice Presidents shall develop and coordinate the Representative Structure. Representatives shall assist in the recruiting of members; assist in the dispersal of information; mobilize the membership for action when necessary; and advise the Executive Board on the needs of the membership.

Section 9.3 - Selection and Terms:

Representatives shall be appointed by the Chapter President, subject to approval by the Executive Board. The term of office for Representatives shall be for two years and shall coincide with the terms of the elected officers.

ARTICLE 10: ELECTIONS

Section 10.1 Chapter Elections

Chapter elections, except those held to fill vacancies, shall be held in odd numbered years for each elective office and shall 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 10.2 Conduct of Elections:

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

and disseminating literature to the membership.

- 7.2.3 Grievance Committee, Designee for Diversity, Equity and Inclusion Committee, Contingent Officer's Committee, and Clinical Concerns Committee: Each of these committees shall consist of the respective Chairperson or representative with additional members appointed as necessary to carry out the work of the committee
- 7.2.4 Editorial Board: This board shall assist the Newsletter Editor in the publication of the Chapter Newsletter
- 7.2.5 Additional Standing Committees may be established by amendment of these By Laws.

Section 7.3 – Ad Hoc Committees:

Ad hoc committees may be created by the Executive board.

Section 7.4 - Selection and Terms:

- 7.4.1 Unless otherwise specified, members of all standing and ad hoc committees shall be appointed by the Chapter President, subject to approval by the Executive Board.
- 7.4.2 The term of office of Standing Committee members shall be for two years and shall coincide with the terms of the elected officials
- 7.4.3 The term of office of Ad hoc Committee members shall expire upon the completion of their charge or the expiration of the term of the officers

Section 7.5 - Minutes:

Minutes and agendas of all Committee meetings shall be distributed to the Executive Board and made available to the Chapter membership.

ARTICLE 8: DELEGATES TO THE UUP DELEGATE ASSEMBLY

Section 8.1 - 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; the fourth shall be the Officer for Contingents. The Officer for Contingents shall be an additional delegate regardless of category and shall not affect the delegate allocation for the chapter. Additional delegates shall be elected by and from the membership categories according to the provisions of the UUP Constitution.

Section 8.2 – 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.

- 5.3.4 When there are no nominees for a position, and no individual who received write-in votes is willing to serve if elected, the office shall be declared vacant and shall be filled by appointment by the Chapter's governing body, provided however that Delegates to the Delegate Assembly and affiliate conventions must be elected/appointed.

Section 5.4 - Officers Meetings:

- 5.4.1 The Chapter Leadership, elected and appointed, shall meet at least monthly during the academic year and when possible year round. Meetings shall be convened by the Chapter President. Except for emergency meetings, the Chapter President shall send a written or electronic announcement of a Chapter Officers meeting to all Chapter Leaders at least seven days prior to the meeting. The announcement shall contain the meeting agenda; that agenda, however, may be modified at the meeting.

ARTICLE 6: EXECUTIVE BOARD

Section 6.1 - Definition:

- 6.1.1 The Officers, as specified in Article 5.1, 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 membership category of Academic or Professional Delegate to the Delegate Assembly shall be voting members of the Executive Board.
- 6.1.3 The immediate past president shall serve as a member of the Executive Board with vote.
- 6.1.4 The following positions shall be appointed by the Chapter President, subject to approval by the Executive Board: Grievance Officer(s), Clinical Concerns Chairperson; Membership Chairperson; Outreach Chairperson; Newsletter Editor; Vote/COPE Coordinator, Web Master, Designee for Diversity, Equity and Inclusion Committee, and as necessary, Active Retired Representative; Designated Election Official; 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
- 6.1.5 Members of the Chapter who serve as officers of UUP or members of the state-wide UUP Executive Board shall be members of the Executive Board without vote, unless they are otherwise voting members of the Executive Board as defined in Articles 5.1 and 6.1.2
- 6.1.6 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 approve a budget for submission to the Chapter, approve all expenditures pursuant to the Chapter Budget and authorize extraordinary expenditures, carry out Chapter policies, report its transactions to the Chapter, make policy or 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, and generally represent UUP and the Chapter. The Executive Board shall also appoint individuals to fill vacancies, or direct that a special election be held. The Executive Board shall also carry out such other duties as are reasonably associated with an Executive Board.
- 6.2.2 The Clinical Concerns Chairperson shall be appointed by the Chapter President after consultation with the academic and professional employees in clinical departments, subject to approval by the Executive Board, for a term of two years coinciding with the terms of the elected officers. The Clinical Concerns Chairperson shall be responsible for monitoring the concerns of members in clinical departments and shall report to membership, the Executive Board and the Chapter President as appropriate and make recommendations to the Executive Board.
- 6.2.3 Membership Chairperson(s) shall be appointed by the Chapter President, subject to the approval of the Executive Board, for a term of two years coinciding with the terms of the elected officers. The Membership Chairperson shall work to provide membership growth and expansion, shall present to the Executive Board recommendations with respect to membership development programs, shall maintain a roll of the members, and work with the Treasurer in determining financial rebate to the Chapter based on the membership.
- 6.2.4 Duties of the Outreach Chairperson, Newsletter Editor, Vote/COPE Coordinator, Web Master and when appointed, the Active Retired Representative, and Safety and Health Chairperson shall be defined by the Executive Board.
- 6.2.5 Duties of the Grievance Officer (s) are those defined above in Article 5.2.6.
- 6.2.6 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, term of office for elected and appointed positions of the Executive Board shall be two years coinciding with the terms of the elected officers.

Section 6.4 - Meetings:

- 6.4.1 The Executive Board shall meet at least monthly, unless otherwise ordered by the Executive Board. The meetings shall be on the second Wednesday of each month or as designated by the President in consultation with the Executive Board. Meetings shall be convened by the Chapter President or by a written request of one third of the Executive Board or ten per cent of the Chapter membership. Except for emergency meetings, 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 include: the time and place; the meeting agenda; that agenda, however, may be modified at the meeting except if the meeting called is a special meeting.
- 6.4.2 Executive Board meetings, other than executive sessions, shall be open to all members of the Chapter. Members of the Chapter shall be notified by appropriate means of the schedule of Executive Board meetings.
- 6.4.3 Minutes of all Executive Board Meetings and Labor-Management meetings shall be distributed to the Executive Board and made available to the Chapter membership.

ARTICLE 7: COMMITTEES

Section 7.1 - Labor Management Committee:

Chapter officers shall constitute the UUP committee responsible for representing the Chapter at Labor/ Management meetings conducted pursuant to the Agreement between UUP and the State of New York. The Chapter President shall be responsible for the conduct of the meetings. Members of the Executive Board, Chapter members, and representatives or staff employees of UUP may be added to this group by the Chapter President. In event the Chapter President is absent; the Vice President from the alternate category shall be responsible for the conduct of the meetings

Section 7.2 - Standing Committees:

- 7.2.1 Outreach Committee: The Outreach Committee shall plan and coordinate activities to inform legislators of Chapter and UUP needs, and educate the Chapter membership about legislation of interest to UUP. It shall coordinate activities with the statewide UUP Outreach Committee
- 7.2.2 Membership Committee: The Membership Committee shall assist the Membership Chairperson in recruiting new members; organizing membership drives; maintaining up-to-date lists of members;