

1 **Upstate Medical University Chapter of United University Professions Chapter Bylaws**

2 **ARTICLE 1: NAME**

3 The name of this organization shall be the Upstate Medical University Chapter of United University Professions, Local
4 #2190 of the American Federation of Teachers, AFL-CIO (hereinafter, the "Upstate Medical University Chapter" or
5 "Chapter").

6 **ARTICLE 2: PURPOSE**

7 The primary purpose of the Upstate Medical University Chapter shall be to monitor local compliance with the
8 Agreement between New York State and UUP. The chapter's additional purpose shall be to promote the purposes of
9 the United University Professions ("UUP") as found in Article II of the UUP Constitution, as those provisions apply to
10 the Upstate Medical University.

11 **ARTICLE 3: MEMBERSHIP**

12 **Section 3.1 - Classes of Membership:**

- 13 a. There shall be the following classes of membership in the Upstate Medical University Chapter, as defined by the
14 UUP Constitution: Regular Membership; Special Membership, either Retired or Sustaining; Associate Membership;
15 and Honorary Membership.
16 b. Regular membership (hereinafter, "member" or "membership") in this Chapter shall be open to employees in
17 the Professional Services Negotiating Unit (08) at the State University of New York, Upstate Medical University.
18 Membership in good standing shall be maintained through membership in UUP as specified in the UUP Constitution.
19 c. Rights of members other than regular members are defined by the UUP Constitution.

20 **ARTICLE 4: MEETINGS OF THE MEMBERSHIP**

21 **Section 4.1 - Authority:**

22 Chapter members may create policies at duly constituted meetings or through referenda. The annual Chapter budget
23 shall be approved by majority vote at a Chapter meeting.

24 **Section 4.2 - Regular Meetings:**

25 There shall be at least one meeting of the Chapter membership each academic year. The Chapter President shall
26 call all meetings of the Chapter membership and preside over them. The Chapter President shall send a written or
27 electronic announcement of a regular Chapter meeting to all members at least seven days prior to the meeting. The
28 announcement shall contain the meeting agenda; that agenda, however, may be modified at the meeting.

29 **Section 4.3 - Special Meetings.**

30 Special meetings may be called by the Chapter President, at the request of a majority of the Executive Board, or at
31 the petition of at least ten per cent of the Chapter membership. Unless extraordinary circumstances prohibit it, the
32 Chapter President shall send a written or electronic announcement of a special Chapter meeting to all members at
33 least seven days prior to the meeting. The announcement shall contain the meeting agenda; only business mentioned
34 in the agenda can be transacted at a special Chapter meeting.

35 **Section 4.4 - Minutes:**

36 Minutes of all Chapter meetings shall be distributed to all members of the Executive Board, and made available to
37 the membership.

38 **Section 4.5 - Referenda:**

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

41 **ARTICLE 5: OFFICERS**

42 **Section 5.1 - Definition:**

43 The officers of the Chapter shall include a President, Vice President for Academics, Vice President for Professionals,
44 Secretary, Treasurer, Officer for Contingents, Grievance Chairperson(s), and an Affirmative Action Officer.

45 **Section 5.2 - Duties:**

- 46 a. The Chapter President shall preside over meetings of the Chapter and the Executive Board; shall be the first
47 delegate to the Delegate Assembly; maintain liaison with UUP; appoint chairpersons and members of committees,

48 subject to approval by the Executive Board; be a non-voting member of all committees; serve as the administrative
49 officer of the Chapter; be authorized to sign checks in the absence or incapacity of the Treasurer; and perform
50 other functions and duties usually attributed to the office of President. In addition, the Chapter President or a
51 designee shall represent the Chapter to management, to the college community, and to the public.

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

58 c. The Secretary shall keep accurate minutes of the meetings of the Chapter and the Executive Board; shall be
59 responsible for all Chapter elections. The Secretary shall assist in maintaining Chapter files and shall perform
60 such other functions usually attributed to this office as requested by the Chapter President, or the Executive
61 Board.

62 d. The Treasurer shall be bonded and shall be responsible for the funds of the Chapter, depositing them in a checking
63 or savings account as appropriate; keep accurate accounts of receipts and disbursements; be authorized to issue
64 checks and make withdrawals and transfers as authorized by the Chapter President or Executive Board; report
65 to each meeting of the Executive Board; prepare an annual financial statement for publication and distribution
66 to the Chapter and to the statewide Treasurer and state-wide UUP Executive Board; prepare a budget for
67 submission to the Executive Board; and keep the Chapter President and Executive Board informed of the financial
68 condition of the Chapter.

69 e. The Officer for Contingents shall be responsible for monitoring the concerns of Contingent members and shall
70 report to the Chapter membership, the Executive Board, and the Chapter President as appropriate and make
71 recommendations to the Executive Board.

72 f. The Grievance Chairperson(s) shall be responsible for assisting members of the bargaining unit with problems
73 and concerns and processing grievances according to appropriate procedures. When a Grievance Chairperson for
74 Academics, and a Grievance Chairperson for Professionals have been appointed, their primary duties shall consist
75 of assisting members of the category of the bargaining unit they represent and processing grievances according
76 to appropriate procedures.

77 g. The Affirmative Action Officer shall be responsible for monitoring Affirmative Action and related concerns and
78 shall report to the Chapter membership, the Executive Board, and the Chapter President as appropriate and
79 make recommendations to the Executive Board.

80 **Section 5.3 - Selection and Terms of Office:**

81 a. The President, Vice-Presidents, Secretary, Treasurer and Officer for Contingents shall be elected by the Chapter
82 membership for a term of two years. The Vice-Presidents shall be elected by and from their respective membership
83 categories. The provisions of the UUP Constitution and Article 10 of these By Laws shall govern elections.

84 b. The Affirmative Action Officer shall be appointed by the Chapter President, subject to the approval of the
85 Executive Board, for a term of two years coinciding with the terms of the elected officers.

86 c. A Grievance Chairperson(s), or when possible, a Grievance Chairperson for Academics, and a Grievance
87 Chairperson for Professionals shall be appointed by the Chapter President, subject to approval by the Executive
88 Board. The term of office of the Grievance Chairperson shall coincide with the terms of the Agreement between
89 UUP and the State of New York.

90 **Section 5.4 – Officers Meetings:**

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

96 b. Chapter Officer meetings, other than executive sessions, shall be open to all members of the Chapter. Members
97 of the Chapter shall be notified by appropriate means of the schedule of Chapter Officer meetings.

98 **Section 5.5 - Minutes:**
99 Minutes of all Chapter Officer Meetings, shall be distributed to the Executive Board and made available to the Chapter
100 membership.

101

ARTICLE 6: EXECUTIVE BOARD

102 **Section 6.1 - Definition:**

103 The Executive Board shall consist of:

- 104 a. The Officers, as specified in Article 5. 1, shall be voting members of the Executive Board.
- 105 b. Members who received at least one (1) vote in the Chapter election for the membership category of Academic or
106 Professional Delegate to the Delegate Assembly shall be voting members of the Executive Board.
- 107 c. The immediate past president shall serve as member of the Executive Board with vote.
- 108 d. The following positions shall be appointed by the Chapter President, subject to approval by the Executive Board:
109 Clinical Concerns Chairperson; Membership Chairperson; Outreach Chairperson; Newsletter Editor; Vote/COPE
110 Coordinator, Web Master and as necessary, Active Retired Representative; Designated Election Official; and
111 Safety and Health Chairperson. Persons serving in these appointed positions shall be members of the Executive
112 Board without vote, unless they are otherwise voting members of the Executive Board as defined in Articles 5.1
113 and 6.1.2.
- 114 e. Members of the Chapter who serve as officers of UUP or members of the state-wide UUP Executive Board shall
115 be members of the Executive Board without vote, unless they are otherwise voting members of the Executive
116 Board as defined in Articles 5.1 and 6.1.2.
- 117 f. Members of the Chapter who serve as chairpersons of UUP statewide Standing Committees shall be members of
118 the Executive Board without vote, unless they are otherwise voting members of the Executive Board as defined
119 in Articles 5.1 and 6.1.2.

120 **Section 6.2 - Duties:**

- 121 a. The Executive Board shall be the policy-implementing body of the Chapter and shall be responsible for the
122 administration of the Chapter and its activities. It shall approve a budget for submission to the Chapter, approve
123 all expenditures pursuant to the Chapter Budget and authorize extraordinary expenditures, carry out Chapter
124 policies, report its transactions to the Chapter, make policy or suggest policies for consideration by the Chapter,
125 arrange for such ancillary staff members and assistance as are necessary to attain the goals of the Chapter, act
126 on behalf of the membership in the absence of membership policy and during periods of time when Chapter
127 meetings cannot be reasonably convened, and generally represent UUP and the Chapter. The Executive Board
128 shall also appoint individuals to fill vacancies, or direct that a special election be held. The Executive Board shall
129 also carry out such other duties as are reasonably associated with an Executive Board.
- 130 b. The Clinical Concerns Chairperson shall be appointed by the Chapter President after consultation with the
131 academic and professional employees in clinical departments, subject to approval by the Executive Board, for a
132 term of two years coinciding with the terms of the elected officers. The Clinical Concerns Chairperson shall be
133 responsible for monitoring the concerns of members in clinical departments and shall report to membership, the
134 Executive Board and the Chapter President as appropriate and make recommendations to the Executive Board.
- 135 c. Membership Chairperson(s) shall be appointed by the Chapter President, subject to the approval of the Executive
136 Board, for a term of two years coinciding with the terms of the elected officers. The Membership Chairperson
137 shall work to provide membership growth and expansion, shall present to the Executive Board recommendations
138 with respect to membership development programs, shall maintain a roll of the members, and work with the
139 Treasurer in determining financial rebate to the Chapter based on the membership.
- 140 d. Duties of the Outreach Chairperson, Newsletter Editor, Vote/COPE Coordinator, Web Master and when appointed,
141 the Active Retired Representative, and Safety and Health Chairperson shall be defined by the Executive Board.
- 142 e. Duties of the Designated Election Official shall be in accordance with the UUP Constitution. The Designated
143 Election Official shall also develop procedures for the conduct of Chapter Referenda subject to approval by the
144 Executive Board.

145 **Section 6.3 – Terms of Office:**

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

148 **Section 6.4 - Meetings:**

- 149 a. The Executive Board shall meet at least monthly, unless otherwise ordered by the Executive Board. The meetings
150 shall be on the second Wednesday of each month. Additional meetings shall be convened by the Chapter
151 President or by a written request of one third of the Executive Board or ten per cent of the Chapter membership.
152 Except for emergency meetings, the Chapter President shall send a written or electronic announcement of an

- 153 Executive Board meeting to all members of the Executive Board at least seven days prior to the meeting. The
154 announcement shall include: the time and place; the meeting agenda; that agenda, however, may be modified
155 at the meeting except if the meeting called is a special meeting.
- 156 b. Executive Board meetings, other than executive sessions, shall be open to all members of the Chapter. Members
157 of the Chapter shall be notified by appropriate means of the schedule of Executive Board meetings.
- 158 c. Minutes of all Executive Board Meetings, and Labor-Management meetings shall be distributed to the Executive
159 Board and made available to the Chapter membership.

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ARTICLE 7: COMMITTEES

Section 7.1 - Labor Management Committee:

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

Section 7.2 - Standing Committees:

- 169 a. Outreach Committee: The Outreach Committee shall plan and coordinate activities to inform legislators of Chapter
170 and UUP needs, and educate the Chapter membership about legislation of interest to UUP. It shall coordinate
171 activities with the statewide UUP Outreach Committee.
- 172 b. Membership Committee: The Membership Committee shall assist the Membership Chairperson in recruiting new
173 members; organizing membership drives; maintaining up-to-date lists of members; and disseminating literature
174 to the membership.
- 175 c. Grievance Committee, Affirmative Action Officer's Committee, Contingent Officer's Committee, and Clinical
176 Concerns Committee: Each of these committees shall consist of the respective Chairperson or representative
177 with additional members appointed as necessary to carry out the work of the committee.
- 178 d. Editorial Board: This board shall assist the Newsletter Editor in the publication of the Chapter Newsletter.
- 179 e. Additional Standing Committees may be established by amendment of these By Laws.

Section 7.3 - Ad Hoc Committees:

181 Ad hoc committees may be created by the Executive Board.

Section 7.4 - Selection and Terms:

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

Section 7.5 - Minutes:

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

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ARTICLE 8: DELEGATES TO THE UUP DELEGATE ASSEMBLY

Section 8.1 - Definition:

194 The first delegate shall be the Chapter President; the second shall be the Vice President of the alternate membership
195 category of the Chapter President; the third shall be the Vice President of the same membership category as the
196 Chapter President. Additional delegates shall be elected by and from the academic and professional membership
197 categories according to the provisions of the UUP Constitution.

Section 8.2 - Duties:

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

203 **Section 8.3 - Seating at the Delegate Assembly:**

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

210 **Section 8.4 - Selection and Terms:**

211 Delegates shall be elected in accordance with the UUP Constitution.

212 **ARTICLE 9: SUBSECTION REPRESENTATIVE STRUCTURE**

213 **Section 9.1 - Definition:**

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

216 **Section 9.2 - Duties:**

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

220 **Section 9.3 - Selection and Terms:**

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

223 **ARTICLE 10: ELECTIONS**

224 **Section 10.1 - Chapter Elections:**

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

228 **Section 10.2 - Conduct of Elections:**

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

230 **Section 10.3 - Vacancies:**

231 In the event of a vacancy in an office, the Executive Board shall within thirty days by majority vote either designate a
232 person to serve out the term of the office or direct that a special election be held. The Executive Board may appoint
233 any eligible individual to fill the term of an office which becomes vacant, except those offices which require election
234 for legal recognition.

235 **ARTICLE 11: RECALL**

236 **Section 11.1 - Removal for Cause:**

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

240 **Section 11.2 - Procedure:**

- 241 a. Upon receipt of written charges and a petition of ten per cent of the Chapter membership, or one third of the
242 Executive Board, the Chapter President shall appoint a Select Committee, subject to approval by the Executive
243 Board, to conduct a confidential investigation. The Select Committee shall be composed of not less than three
244 and not more than five members of the Chapter. If charges are raised against the Chapter President, the Select
245 Committee shall be appointed by the Vice President of the opposite category. The charges from such a petition
246 shall be mailed registered or certified-mail, return receipt requested, to the official address of the individual
247 charged; and shall be given to the Select Committee.
- 248 b. An individual charged must indicate in writing receipt of the charges and an interest in retaining the office
249 in question. Failure to indicate such interest within two weeks of receipt of the charges shall be deemed to

250 be a resignation, and the office shall be declared vacant. In such case, the Select Committee shall report the
251 resignation and vacancy to the Executive Board, and the investigation shall be considered closed.
252 c. If a vacancy is declared, it shall be filled in accordance with the procedures in Article 10.3. If a vacancy is not
253 declared, the Select Committee shall investigate the charges and provide an opportunity for the individual
254 charged to respond. Such an investigation shall be conducted in accordance with the latest edition of Robert's
255 Rules of Order, Newly Revised. Following the conclusion of an investigation, the Select Committee shall report its
256 findings to an executive session of the Executive Board. If the Executive Board concludes that there is merit to
257 the charges, it shall call a special meeting of the membership according to procedures in Article 4.3. At the special
258 membership meeting there shall be a full discussion of the charges and the individual charged shall have the
259 right to present a defense. A majority vote of those attending the special membership meeting shall be required
260 to authorize a recall election.

261 **Section 11.3 – Recall Election:**

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

265 **ARTICLE 12: PARLIAMENTARY AUTHORITY**

266 **Section 12.1 - Quorum:**

267 a. A quorum for a meeting of the membership shall be 50 Chapter members.
268 b. A quorum for a meeting of the Executive Board shall be a majority of the total number of academic and
269 professional delegates allocated to the chapter provided however, that at least half of the officers, as defined in
270 Article 5. 1, are present.

271 **Section 12.2 - Parliamentary Authority:**

272 a. Meetings shall be conducted in accordance with the UUP Constitution, these Chapter Bylaws and Robert's Rules
273 of Order, Newly Revised, in descending precedence.
274 b. The Chapter President may appoint a parliamentarian to assist in the conduct of meetings; the parliamentarian
275 shall not be a member of the Executive Board.

276 **ARTICLE 13: CONSTRUCTION AND SEVERABILITY**

277 **Section 13 - Construction and Severability:**

278 a. If a provision of these Bylaws is discovered to be null and void because of a conflict with an authority that must
279 take precedence, the Executive Board shall have the authority to change the provision to make it conform to all
280 necessary policy/ statements.
281 b. A decision by a competent agency invalidating a clause, phrase, or section of these Bylaws shall not invalidate
282 any other clause, phrase, or section.

283 **ARTICLE 14: AMENDMENT**

284 **Section 14 Amendment:**

285 a. Amendment of these Bylaws may be proposed by the Executive Board or by written petition of ten per cent of the
286 Chapter membership. A proposed amendment shall be submitted to the membership, in writing, at a regular or
287 special meeting of the membership called in accordance with the procedures in Article 4.2, or 4.3. Following such
288 a Chapter meeting, a vote on a proposed amendment shall be conducted by mail or UUP approved electronic
289 ballot to all members of the Chapter. Chapter members shall have not less than 14 calendar days to return their
290 ballots.
291 b. Amendments to these Bylaws shall go into effect immediately upon adoption by a two-thirds vote of the members
292 voting in a mail ballot or UUP approved electronic ballot according to the procedures specified in Article 14a.
293 c. These Bylaws were last amended by the Chapter Membership on August 1, 2007.