

# **MINNESOTA STATE UNIVERSITY ASSOCIATION OF ADMINISTRATIVE AND SERVICE FACULTY**

## **STATE CONSTITUTION**

### ARTICLE ONE: NAME AND PURPOSE

Section 1: Name: The Name of the organization shall be the Minnesota State University Association of Administrative and Service Faculty, hereinafter called MSUAASF or the Association.

Section 2: Purpose: The purposes of this organization shall be to:

- A. Govern the affairs of MSUAASF through a statewide and local chapter organizational structure;
- B. To organize or cause to be organized campus associations as defined in the bylaws;
- C. To promote the welfare of administrative and service faculty;
- D. To conduct bargaining negotiations and statewide meet and confer on behalf of MSUAASF;
- E. To encourage membership and active participation in MSUAASF;
- F. To conduct appropriate MSUAASF meetings and elections;
- G. To set policy and procedures for the Association;
- H. To conduct the day-to-day financial and organizational affairs of MSUAASF;
- I. To promote the exchange of information pertinent to both association and professional interest;
- J. To provide participation in higher education shared governance and committee activity.

### ARTICLE TWO: ORGANIZATIONAL STRUCTURE

Section 1: Structure: MSUAASF shall consist of two levels of organization, a state level and a local chapter level.

Section 2: Local Chapter Constitutions: Local chapters shall exist at each of the campuses and shall have separate constitutions and bylaws. No Campus Association constitution, however, shall have a clause in it which is contradictory to the state constitution. Campus Associations shall submit their constitution and bylaws to the state secretary for review and for the permanent record. Campus Association changes shall also be sent to the State Secretary. -Until changed through a by-law, a campus association shall consist of the bargaining unit members at each of the Minnesota located state universities.

### ARTICLE THREE: STATE LEVEL STRUCTURE

Section 1: Organization: The state governing body shall be comprised of a Board of Directors, hereinafter referred to as the Board. The Board's membership shall be comprised of each Campus

Association President, the State Executive Committee, and the chairs of the Legislative Affairs and Membership-committees.

Section 2: Elected State Officers: There shall be a president, vice president, secretary and treasurer.

Section 3: Terms of Office: The president, vice president, secretary, and treasurer shall be elected in state-wide elections and shall serve two year terms (beginning on July 1 of the even numbered years) or until a successor is certified by the Board. An elected state officer may only hold one elected office at a time. The president and vice president may only serve up to two consecutive terms in any particular office. In addition, the president and vice president may serve additional consecutive years in an office if she/he entered that office by Board appointment or succession to fill an unexpired term. The secretary and treasurer may be elected by the membership to more than two consecutive terms.

Section 4: Executive Committee: The Executive Committee shall be comprised of the four elected state officers, the immediate past president, chief negotiator, and the state grievance officer. The exclusive representative's Business Agent will also serve as an ex-officio non-voting member. The Executive Committee shall conduct the affairs of the State Association when the State MSUAASF Board is not in session. Formal actions taken shall be subject to confirmation by the State Board at its next regular or special meeting. Executive Committee meetings may called by the President as needed. Meetings shall also be held when requested by a majority of the committee members. Minutes of or a report on any action taken by the Executive Committee shall be sent to the campus association presidents within 14 days of the conclusion of the meeting or of the action taken by the committee.

Section 5: Board Members: All campus association presidents serve on the State Board of Directors unless a proxy is identified, and they shall serve at the pleasure of their members. Their election, length of office and removal shall be specified in each Campus Association constitution and bylaws. Each year by July 1 each Campus Association president shall certify to the State President and Secretary the name and email address of the incoming local chapter president for the fiscal year if there is a change.

The Immediate Past President shall serve until a new President takes office and the member leaving office becomes the Immediate Past President. In the event that the Immediate Past President is not able to or is ineligible to serve on the Board, the most recent past President shall then serve on the Board.

The state grievance officer, and chairs of the Statewide Legislative Affairs, and Membership Committees shall serve at the pleasure of the State Board of Directors. The Chief Negotiator shall serve at the pleasure of the Negotiations Committee.

All Board members must be members in good standing of the association.

Section 6: Duties of the Officers and Directors: See the by-laws of MSUAASF.

Section 7: Replacement: The Board of Directors shall replace any officer for the remainder of a term by a majority vote when a vacancy occurs through resignation, death or removal, except that the State Vice President replaces the State President.

Section 8: Removal of officers: Elected officers of the State Association may be submitted to a recall ballot upon the petition of the members, which contains the signatures of one-third of all members in good standing as of the date of the petition; see bylaws for proper procedure under Officer Recall.

A recalled elected state officer shall not serve on the Board of Directors for five years.

Section 9: Committees:

There shall be six standing committees: the Executive Committee, Statewide Meet and Confer Committee, Nominations and Elections Committee, Negotiations Committee, Audit Committee, and Statewide Legislative Affairs Committee.

Special committees may be established by the Board or Executive Committee as needed. Their composition and functions shall be specified when established.

A. Statewide Meet and Confer Committee: This committee shall be comprised of State Board of Directors and other members related to the Meet and Confer agenda as determined by the Board. Minutes of the meetings shall be sent to the statewide meet and confer committee within 14 days of the conclusion of the meeting.

B. Nominations and Elections Committee: This committee shall be comprised of three Board members who are not elected officers of the Association and who are not on the same campus. The committee shall be responsible for conducting all statewide balloting for the Association. This shall include: officer elections, recall elections, constitutional amendment balloting, initiative and referendum balloting, and the master contract ratification balloting. It will also be the duty of the committee to serve as a nominating committee for all officer elections and State Board appointed positions. The process to be followed is contained in Article Seven of the Constitution and in the By-Laws.

C. Negotiations Committee: This committee shall consist of one member from each campus association. In addition, the State President (or designee), the State Grievance Officer and the exclusive representative's Business Agent. Campus Negotiators and alternates will be elected and certified to the Board by the time of the fall Board meeting--Additional at-large Negotiations Committee members may be added by decision of the Board. A motion to increase the size of the committee shall require a majority vote of the full membership of the Board. At-large members shall not exceed 3. Negotiators will serve for the duration of the contract negotiations process. Any Campus Association representative vacancy will be filled and certified by the campus members in the same manner in which the representative was initially elected/selected. The Chief Negotiator shall be chosen from among the members of the Negotiations Committee and shall serve on the Board and the Executive Committee. The Business Agent assigned to MSUAASF by the exclusive representative shall serve as an ex-officio non-voting member of the Negotiations Committee. The Business Agent is eligible to serve as chief negotiator if elected by the committee members.

D. Audit Committee: The audit committee shall assist the State Board in fulfilling its oversight responsibilities related to the integrity of financial reporting, financial controls and compliance with legal and regulatory requirements, including the filing of the IRS form 990. The committee shall be composed of 3 or more State Board members appointed annually by the State Board chair and confirmed by the State Board, none of whom shall receive, directly or indirectly, any consulting, advisory or other compensatory fees from MSUAASF or the exclusive representative. The State Vice President will serve as committee chair and the committee shall meet at least one time annually to review financial statements, review accounting practices utilized by

the State Board Treasurer and review the adequacy and effectiveness of internal controls related to State Board finances. Findings will be communicated to the State Board. The committee will also determine and recommend employment of an outside auditor when deemed necessary.

E. Statewide Legislative Affairs Committee: The purpose of this committee is to disseminate information about legislative issues of concern to the association and its members, encouraging members to be responsible citizens who are informed about and involved in the political process. This committee and chair shall also coordinate association lobbying with exclusive representative at the direction of the Board. This committee shall consist of one member from each of the campus associations as outlined in the by-laws of each campus association. The chair of the committee will be selected by the State Board of Directors and shall serve on the Board. The committee shall propose legislative goals/agenda to address the concerns of the statewide MSUAASF membership. The legislative goals/agenda shall be approved by the State Board of Directors at or before the Winter Board meeting.

#### ARTICLE FOUR: MEMBERSHIP

Section 1: Eligibility: Membership in MSUAASF shall be open to any person in a position designated in the bargaining unit as established by the State of Minnesota Bureau of Mediation Services.

Section 2: Good Standing: Persons shall be considered in good standing when they have paid membership dues as set by the state and local campus associations. A signed authorization to withhold dues via payroll deductions shall be considered a paid membership.

#### ARTICLE FIVE: STATE MEETINGS AND TRANSACTIONS OF BUSINESS

Section 1: Board Meetings: The State Board of Directors shall hold regular meetings at least biannually and shall establish its meeting schedule for the fiscal year during the first meeting of the year which shall be held within 120 days of the start of the fiscal year. The State President shall convene and chair Board meetings and may call special Board meetings when necessary. A special meeting shall also be called when requested in writing to the State President by at least two-thirds of the directors.

Meetings shall be open to all persons in the bargaining unit. Meetings can be closed only by a two-thirds vote of the Board and only to consider one specific, publicly stated item of business. Minutes of all Board meetings shall be made available upon request to any member in good standing.

The Board may also call statewide delegate assemblies representing all members in the bargaining unit. The delegate assembly shall consist of the State Board members and **up to** five (5) representatives from each campus appointed by the Campus Association President. Notice of a statewide meeting of the membership must be in writing and be at least two weeks prior to the meeting date. The State President shall act as chair of the delegate assembly. The purpose and agenda for the delegate assembly shall be spelled out by the State Board when calling for the meeting.

Section 2: Notification of Board Meetings: The State Secretary or the State President shall issue notification of all regular meetings of the Board at least ten business days in advance of the meeting. The notification shall include the date, meeting place and time.

Section 3: Quorum: A quorum for the transaction of official business at any meeting of the Board of Directors shall exist when a majority of the members are present.

Section 4: Authority: MSUAASF shall be governed by this constitution, by bylaws adopted by the Board which do not conflict with this constitution and by pertinent state and federal laws. Robert's Rules of Order (latest edition) shall govern the procedures at all meetings for all matters not covered by the constitution and bylaws.

Section 5: Extraordinary Circumstances: As determined by the Board, the president and/or the Executive Committee, the Board and its committees may conduct business of MSUAASF by mail, email or other appropriate means of technology/telecommunications. A quorum is required in these circumstances.

Section 6: Initiative and Referendum: Upon petition of one-third of members in good standing, any action of the Board of Directors shall be subject to balloting of the members. See bylaws for proper procedures under Initiative and Referendum.

Section 7: Elections and Balloting: Proper procedures for all elections and balloting shall found in the bylaws.

Section 8: Dues: Base dues shall be set in accordance with the exclusive representative, but the State Board and each Campus Association may levy additional fees.

Section 9: Expenditures: The State Board sets the spending policy and procedures for the state board level of the Association only. A fiscal year budget is proposed in the spring and adopted in the summer meeting.

Section 10: Fiscal Year: The fiscal year of the Association shall be determined by the Board of Directors and shall be contained in the by-laws. The fiscal year of the Association shall be July 1 through June 30 of the following year.

Section 11: Audit: The financial affairs of MSUAASF shall be audited by the Audit Committee annually using procedures established by the Board. Professional auditing services will be secured as needed based on the recommendation of the Audit Committee to the State Board

Section 12: Composition of the Executive Committee and the State Board of Directors upon a vacancy, for the purposes of voting

Whenever a vacancy occurs on the Executive Committee or the State Board of Directors, the total number of occupied offices will be used to determine the total composition for the purposes of determining the number of votes needed to enact official business.

#### ARTICLE SIX: MERGER, AFFILIATION OR DISAFFILIATION

This Association may not become a party to any merger or affiliation with any professional employee union or group except by majority vote of the Board of Directors and subsequent ratification of the majority of members representing a majority of the campuses as stated in this Constitution and consistent with applicable provisions in Minnesota law.

## ARTICLE SEVEN: AMENDMENTS TO THE CONSTITUTION

Section 1: Amendments to the Constitution: All proposed changes to this constitution must be submitted in writing to the members in good standing.

Amendments may be proposed in two ways: (1) proposed and approved by two-thirds of the directors at a board meeting or; (2) a signed petition sent to the board with the signatures of one-third of the members in good standing.

If method #1 is used, the Board shall state the balloting timetable in the amendment motion. The balloting must take place within six months of passage by the Board. If method #2 is used, the balloting must take place within 30 calendar days from the validation date of the petitions unless the petition states a different timetable. The Executive Committee shall act on the validation of the petitions within 10 calendar days of receipt.

The balloting procedures to be used shall be contained in the by-laws.

Amendments are accepted if approved by 2/3 of the members voting in the election. All amendments shall take effect immediately upon the tallying of the ballots and the submission of the results, for certification, to the Board of Directors at their next meeting unless stated otherwise in the amendment proposal. A Board meeting shall be held within two weeks of the balloting to consider certification.

## ARTICLE EIGHT: BY-LAWS

By-laws consistent with this constitution may be adopted by the Board of Directors. A by-law shall be in effect if voted for by a majority of the directors voting on the by-law at a Board meeting. In addition, by-laws may be enacted by the Executive Committee by a 2/3 vote subject to final acceptance by the Board at its next meeting. A by-law enacted by the Executive Committee shall be in effect upon acceptance by the committee.

## ARTICLE NINE: INDEMNIFICATION

Section 1: Indemnification: The Association shall indemnify each member of the Board of Directors, the Association's officers and each of the members of its committees for the defense of civil actions or proceedings as hereinafter provided and notwithstanding any provision of this constitution in a manner and to the extent permitted by applicable laws. Refer to by-laws for scope and coverage.

Recommended by MSUAASF State Board 3/23/17