



## CONSTITUTION OF THE AAUP FOUNDATION<sup>1</sup>

### Article I—Name and Status

1. The name of the organization shall be the AAUP Foundation (hereinafter “Foundation”).
2. The Foundation shall operate as a nonprofit corporation under the Delaware general corporation law.

### Article II—Purpose

1. The Foundation is organized exclusively for such educational and charitable purposes as shall qualify it for exemption from federal taxation under section 501(c)(3) of the Internal Revenue Code (“Code”), including, but not limited to, establishing and supporting principles of academic freedom and the quality of higher education in a free and democratic society.
2. The Foundation shall have the power to accept donations of money, property, or any interest therein, or any other thing of value, by gift, devise, or bequest, and to own or lease property, whether real or personal.
3. In carrying out its purposes, the Foundation shall not have or exercise any power or authority, nor engage directly or indirectly in any activity, that would prevent it from qualifying as a corporation described in section 501(c)(3) of the Code. No part of the assets or earnings, current or accumulated, of the Foundation shall at any time inure to the benefit of any private individual, within the meaning of the prohibition contained in section 501(c)(3) of the Code, except that the Foundation shall be authorized and empowered to make payments as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the Foundation and to make payments and distributions in furtherance of the purposes set forth in Section 1 of this Article II.
4. The Foundation shall not attempt to influence legislation to an extent that would disqualify it from tax exemption under section 501(c)(3) of the Code. The Foundation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
5. The Foundation shall not be operated for the primary purpose of carrying on a trade or business for profit.
6. The Foundation is organized, and at all times shall be operated exclusively, to promote the charitable and educational functions of the American Association of University Professors (“AAUP”). The Foundation shall act in accordance with the principles, policies, and procedures of the AAUP and shall not issue statements in the name of the AAUP.

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<sup>1</sup> Amended by the AAUP Foundation Board of Directors, July 1, 2013 and December 3, 2014.

### **Article III—Board of Directors**

1. Management of Foundation Affairs. The affairs of the Foundation shall be managed by a Board of Directors. The Board of Directors shall oversee the operations of the Foundation, which shall be carried out by an executive director who shall be the person then serving as the general secretary of the AAUP. The Foundation, through the Board of Directors or the executive director, shall provide a report on its activities annually to the AAUP.

2. Election and Terms. The Board of Directors shall consist of ten directors, selected as follows:

a. The president, first vice-president, second vice president, and the secretary-treasurer of the AAUP shall serve as directors of the Foundation as long as they continue to serve as such officers.

b. One additional elected member of the Council of the AAUP selected by that Council shall serve as a director for a term of two years or until the termination of his or her service on the Council, whichever is shorter.

c. The chair of Committee A on Academic Freedom and Tenure of the AAUP shall serve as a director of the Foundation as long as he or she continues to serve as chair of that AAUP committee.

d. One representative from the AAUP-CBC who shall be nominated by the AAUP-CBC Executive Committee.

e. Three individuals who are not, at the time of their election, officers of the AAUP and who need not hold any other position within the AAUP (“public directors”) shall be elected by a majority vote of the remaining directors in attendance at a regular or special meeting of the Board for a term of two years, provided that the terms of the initial public directors shall be one or two years, as determined by the Board. A public director may be elected to succeed himself or herself.

3. Removal. A public director elected pursuant to this Constitution may be removed by a two-thirds vote of the remaining directors then in office whenever, in their sole discretion, it shall be in the best interests of the Foundation.

4. Meetings. The Board of Directors shall meet at least twice a year at a time and place to be determined by the chairperson of the Foundation. Special meetings of the Board of Directors may be called by the chairperson. The chairperson or the secretary shall call such a meeting upon the written request of one-third of the Board.

5. Notice. At least five days’ notice shall be given to each director of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of twenty-four hours. Notice of a regular meeting of the Board of Directors need specify only the date, time, and place of the meeting, except as provided in Article VIII. Notwithstanding the foregoing, a director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except when a director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

6. Quorum and Voting. A majority of the membership of the Board of Directors shall constitute a quorum for the

transaction of any business. Except as provided in this Constitution or rules adopted pursuant to it, the meetings of the Board of Directors shall be governed by the current edition of *Robert's Rules of Order*.

7. Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided all directors consent in writing to the action, including by letter or electronic communication, and set forth in the same writing the action or decision taken or made. Consent by all directors in writing shall have the same force and effect as a unanimous vote, and may be described as such in any document executed by or on behalf of the Foundation.

8. Teleconferencing. One or more directors may participate in a meeting by means of a conference telephone or similar communications equipment through which all directors participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

9. Compensation and Expenses. No director shall be compensated for his or her service as a director. Directors may be reimbursed for expenses incurred for the purposes of participating in meetings of the Board of Directors and while otherwise acting on behalf of the Foundation.

#### **Article IV—Officers**

1. Officers. The officers of the Foundation shall consist of a chairperson, a treasurer, a secretary, and such other officers and assistant officers as the Board of Directors may from time to time elect. The duties of any such officers and assistant officers shall be fixed by the Board of Directors, or by the chairperson if authorized to do so by the Board of Directors.

2. Terms. The secretary-treasurer of the AAUP shall be the treasurer of the Foundation. The other officers of the Foundation shall be directors and shall be elected by the Board of Directors. Officers shall hold office for a term of three years from the effective date of their election or for as long as they hold office as a director, whichever is shorter. An individual may serve as an officer for succeeding terms without limitation. The term of office of any officer shall terminate upon the effective date of his or her resignation submitted orally or in writing to the Board of Directors; upon his or her death; upon a majority vote of the Board to remove him or her from office; or, if the officer serves as a director by virtue of a position within the AAUP, immediately upon loss of that position within the AAUP. Any vacancy among the elected officers shall be filled by the Board of Directors.

3. General Powers and Duties. The duties and powers of the officers of the Foundation shall be as provided in this Constitution or (except to the extent they are inconsistent with the Constitution) shall be those customarily exercised by officers holding such offices in a nonprofit organization.

4. Chairperson. The chairperson shall preside at all meetings of the Board of Directors of the Foundation, shall supervise all of the affairs of the Foundation in accordance with policies and directives approved by the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time prescribe.

5. Secretary. The secretary shall record or cause to be recorded all votes and minutes of all proceedings of the

Board of Directors. The secretary shall give or cause to be given notice of all meetings, where required, and shall perform such other duties as may be prescribed by the Board of Directors or the chairperson.

6. Treasurer. The treasurer shall keep or cause to be kept full and accurate account of the receipts and disbursements of the Foundation, and shall deposit or cause to be deposited all moneys and other assets in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The treasurer shall disburse or cause to be disbursed Foundation funds, making proper vouchers for such disbursements, and shall render to the chairperson and the Board, upon request, an accounting of all his or her transactions as treasurer and of the financial condition of the Foundation. The treasurer shall also perform such other duties as may be prescribed by the Board of Directors.

#### **Article V—Committees**

1. Establishment of Committees. The Board of Directors may create committees consisting of directors or other persons, which committees shall have such authority as the Board of Directors may specify.

2. Compensation and Expenses. No member of a committee shall be compensated for his or her service on the committee. Committee members may be reimbursed for expenses incurred for the purposes of participating in meetings and while otherwise acting on behalf of the Foundation.

#### **Article VI—Miscellaneous Provisions**

1. Fiscal Year. The annual accounting period of the Foundation shall be from January 1 to December 31 of each year unless otherwise determined by the Board of Directors.

2. Checks. All checks, drafts, or other orders for the payment of money shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

3. Contracts. All contracts, notes, or other evidences of indebtedness, and leases of space for the Foundation, shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

4. Dissolution. Upon the termination, dissolution, or winding up of the Foundation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Foundation shall be distributed to, and only to, one or more organizations of the kind described in section 501(c)(3) of the Code.

5. Private Property of Officers and Directors. The private property of the officers or directors of the Foundation shall not be subject to payment of Foundation debts to any extent whatever.

#### **Article VII—Indemnification and Insurance**

1. Indemnification.

a. The Foundation shall, except as provided in or limited by Sections 3 and 4 of this Article, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, including any actions to enforce such person's rights granted by this Article against the Foundation, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director, officer, committee member employee, or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise. The Foundation shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of the General Corporation Law of the State of Delaware, as such law presently exists or may hereafter be amended.

b. The Foundation shall indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors.

2. Insurance. The Foundation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Foundation, or who is or was serving at the request of the Foundation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under the provisions of this Article.

3. Certain Limitations on Indemnification. In no case may the Foundation indemnify or reimburse any person for any taxes on such individual under section 4958 of the Internal Revenue Code of 1986, as amended, or under the comparable or corresponding provisions of any future U.S. internal revenue laws.

4. Indemnification from Other Sources. The Foundation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise shall be reduced by any amount such person collects as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, or other enterprise.

**Article VIII—Amendments**

This Constitution may be altered or amended, or new provisions adopted, at any meeting of the Board of Directors, by a two-thirds vote of the directors then in office, if at least five days' written notice is given of the intention to take such action at such meeting. No amendment to this Constitution which affects the rights and responsibilities of the AAUP may take effect without the affirmative written consent of the AAUP.