

**MASSACHUSETTS SOCIETY OF PROFESSORS, INC.**  
**BYLAWS**  
**(Amended 4/30/18)**

PREAMBLE

The Massachusetts Society of Professors, Inc. (MSP) is the exclusive bargaining agent for faculty and librarians at the UMass Amherst campus. It is organized to safeguard faculty and librarians' terms and conditions of employment, due process, and academic freedom (to which end MSP endorses the 1940 AAUP statement of principles as a minimum standard); and to engage in any other related activities as are consistent with the law.

We are dedicated to the maintenance of high professional standards and to the promotion of excellence in teaching, research, and service at the University of Massachusetts/Amherst.

We are further committed to a University that actively seeks a diversity of views and groups, to which end we support the principle of affirmative action.

We believe these goals, vulnerable as they are to assault by contrary interests, are best protected and nurtured by legal guarantees in a contract developed through collective bargaining.

We believe that a strong Faculty means a strong University, and that an active and united Faculty can best determine academic policy, professional standards, and administrative competence through fulfilling its responsibilities in University governance.

We believe the continuance of this University as a serious and dedicated undertaking in higher education is now inseparable from the maintenance of a collective bargaining organization for faculty and librarians.

CHAPTER RELATION TO LOCAL

MSP and the Faculty Staff Union, Inc. (FSU) are affiliated in a unit-wide local called MSP/FSU in accordance with the articles and by-laws of the Joint Coordinating Committee (JCC) as promulgated and amended by the JCC.

ARTICLE I  
MEMBERSHIP

1.1 Membership in MSP is open to any member of the bargaining unit at the University of Massachusetts Amherst.

1.2 A member of MSP must also be a member of the Massachusetts Teachers Association and the National Education Association; a member of MSP in good standing is one whose payment of dues is current.

1.3 Retiree membership in the MSP shall be available to former MSP members in good standing who are no longer in the bargaining unit, at the nominal dues level of \$10.00 per annum, or \$50.00 for a lifetime membership.

## ARTICLE II GENERAL ASSEMBLY

2.1 All legislative power shall be vested in a General Assembly, including the power to recall officers and members of the Executive Board, to set policy, to approve budgets, and to levy dues and other assessments.

2.2 The General Assembly shall consist of all members of MSP in good standing, each of whom shall have one vote.

2.3 The General Assembly shall meet annually each academic year during the month of April following five working days' written notice. Special sessions may be called by the President or by the officers having the powers of directors, or shall be called by the Secretary/Clerk, or in the case of the death, absence, incapacity or refusal of the Secretary/Clerk, by any other officer, upon the written application of at least ten percent of the membership.

2.4 A quorum for the purposes of conducting business shall consist of 20 MSP members in good standing present and voting on announced agenda items.

## ARTICLE III OFFICERS

3.1 The Membership shall elect seven officers: a President, four Vice-Presidents, a Secretary/Clerk, and a Treasurer. The candidate or the candidates receiving the most votes shall fill each office. All such officers shall serve three-year terms. Two Vice-Presidents shall serve terms not coterminous with the other officers. The beginning and ending of all terms shall coincide with the Fiscal Year. With the approval of the Executive Committee, two individuals may share the position of President.

3.2 The President, Vice-Presidents, Secretary/Clerk, and Treasurer shall constitute the Executive Committee. The Executive Committee shall have the powers of directors and may act in the name of the Board when the Board so designates.

3.3 The duties of the President shall include: planning the agenda for the General Assembly with the advice and assistance of the Executive Board, and chairing Assembly meetings; planning the agenda for Executive Board meetings with the advice and assistance of the Executive Committee, and chairing Board meetings; appointing members of all special committees and such special assistants as may be needed, with the advice and consent of the Executive Board; serving as the chief executive of the organization in overseeing its operations; and serving as chief representative of the organization in all matters of major concern to its membership.

3.4 The Vice-Presidents shall be assigned their duties in consultation with the Executive Board by the President in such a way as the President believes will be of greatest assistance. The President may designate any one of them to serve as chairperson pro tem of the Executive Board or the Executive Committee.

3.5 The Secretary/Clerk shall keep the official records of the organization, including minutes of the Executive Board and General Assembly meetings, and shall be responsible for timely notification to the membership of all regular and special meetings.

3.6 The duties of the Treasurer shall include: collecting dues and other monies, disbursing funds and managing investments as directed by the President and/or the General Assembly or the Executive Board, maintaining financial records, and reporting thereon at regular meetings of the General Assembly. The Treasurer shall remit all funds owing to the Massachusetts Teachers Association and the National Education Association in accordance with current requirements of those organizations.

The funds of the organization may be expended only in matters consistent with the objectives of the organization. The Treasurer shall deposit the organization's funds in the name of the Massachusetts Society of Professors, Inc. in any appropriate financial institution authorized to do banking and/or investment business in Massachusetts.

The fiscal year is July 1 – June 30.

3.7 Any officer may be removed from office for mis- or mal-conduct by majority vote of the membership in good standing of MSP, meeting in General Assembly. A petition stating the reason(s) for the action, signed by 20 percent of the membership and delivered to the Secretary/Clerk shall necessitate a recall election not less than ten nor more than twenty working days after the date on which the petition is delivered. The Secretary/Clerk shall make the necessary arrangements for the meeting, including distribution of the recall petition to all members not less than five working days in advance of the meeting.

Any officer named in a recall petition shall have the right to self-defense, including the opportunity to confront and question the accusers, at the meeting for which the vote on recall is scheduled. If an officer is recalled, the Executive Board shall appoint a replacement to serve until the next election, at which time a replacement shall be elected for the portion of the unexpired term left vacant. If a recall petition should involve the Secretary/Clerk, a Vice-President shall discharge the duties of the Secretary with respect to such petition.

3.8 If an officer resigns, the Executive Board shall appoint a replacement to serve until the next election, at which time a replacement shall be elected for the portion of the unexpired term left vacant.

ARTICLE IV  
EXECUTIVE BOARD OF DIRECTORS

4.1 All executive power shall be vested in the Executive Board, including the power to prepare an annual budget for MSP, to interpret and enforce actions of the General Assembly, to name officers and members of committees as provided in these By-Laws, to make such rules as are necessary to govern the everyday affairs of the organization, and to call special meetings of the General Assembly.

4.2 The Executive Board shall consist of the seven officers of MSP, the immediate past President, and eighteen other persons. At least one seat shall be reserved for each college and school, and for the library. The eighteen Executive Board members shall be elected for three-year overlapping terms at the Spring Elections, with each seat being filled by the candidate receiving the most votes. Executive Board members may be recalled from office and replaced in the same manner as provided for officers of the MSP.

4.3 If a member of the Executive Board resigns, the Board shall appoint a replacement to serve until the next election, at which time a replacement shall be elected for the portion of the unexpired term left vacant.

4.4 The Executive Board shall meet in regular session at least once a month during the academic year and at least once over the summer, and at other times on the call of the President, or on signed petition of six members of the Board.

4.5 A quorum for the purposes of conducting business shall consist of nine members of the Board.

ARTICLE V  
DEPARTMENT REPRESENTATIVES

5.1 The constituency of each academic department, program, and professional unit within the bargaining unit shall be represented by a Department Representative.

5.2 The Department Representative shall serve, protect, and represent the best interests of the constituency under the terms of the existing contract by: a) assisting the members of the constituency with problems bearing on the condition and terms of the contract; b) keeping the constituency fully informed of MSP policies and actions as well as developments bearing on the interests of the bargaining unit; and c) serving as spokesperson before the Officers and Executive Board of the MSP for the individual and collective concerns of the constituency.

5.3(a) Department Representatives shall be elected within thirty calendar days after the beginning of each academic year for a term of one year by a majority vote of the MSP members in good standing of the constituency concerned. The voting period may be modified by the Executive Board.

5.3(b) Each academic department, program, and professional unit within the bargaining unit shall be entitled to one Department Representative. In cases where an academic department, program, or professional unit has more than 20 members of the bargaining unit, that unit shall be entitled to one Department Representative per 20 members of the bargaining unit, rounded to the nearest 20.

5.3(c) Elections of Department Representatives normally shall be conducted by the Department Representatives of the previous academic year who shall inform their constituencies and the Secretary/Clerk of the MSP of the results.

5.3(d) When it is not possible to hold an election in a particular area, an Executive Board Member from the College involved will be responsible for recruiting a Department Representative for that area.

5.4 The Department Representatives shall meet at least once a term at the call of the President or one of the Vice-Presidents designated by the President for the purpose of informing them of developments concerning them and to seek their counsel on matters of concern to their constituencies.

#### ARTICLE VI PARLIAMENTARY AUTHORITY

6.1 Parliamentary authority shall be governed by Roberts Rules of Order (latest revised edition).

#### ARTICLE VII COMMITTEES

7.1 The Committees shall consist of a Contract Negotiating Team elected for each contract negotiation, and such other committees as determined by the Officers and the Executive Board.

#### ARTICLE VIII NOMINATIONS AND ELECTIONS

8.1 The Officers shall be charged with soliciting nominations for all elective offices including: Officers and Executive Board members, MTA Annual Meeting & NEA Representative Assembly Delegates, and the Contract Negotiating Team. The Officers may establish a Nominations and Elections Committee to help with these tasks.

8.2 All authorized delegates and alternates to the MTA Annual Meeting and the NEA Representative Assembly shall be nominated and elected in accordance with the bylaws of those organizations.

8.3 The Officers shall solicit nominations from the entire membership starting at least a month before the spring General Assembly; and shall actively seek to take into account

campus-wide representational allocations.

8.4 The list of candidates running for office shall be presented at the spring General Assembly at which point further nominations may be made from the floor. At the end of this General Assembly, nominations shall be closed. If there are no contested elections, the slate can be elected at the General Assembly meeting by acclamation.

8.5 In the event of contested seats, elections shall be by secret ballot one week following the spring General Assembly. Voting may be in person or online, with procedures determined by the Nominations and Elections Committee or the Executive Committee.

#### ARTICLE IX AMENDMENT TO THE BY-LAWS

9.1 Amendments to these Bylaws shall only be made by the General Assembly at a regularly scheduled meeting upon recommendation of the Executive Board or on petition signed by 20 percent of the members of the MSP in good standing. Ratification of amendments shall require a two-thirds vote of members present and voting. Notice of proposed amendments shall be distributed to all members at least thirty calendar days in advance of such meeting, and unless otherwise provided for shall become effective upon ratification.