UCAR
Bylaw Amendments
Ballot Questions
October 2013

1. One vote per Member on all matters set forth in the bylaws.
   Yes _______ No _______

2. One member representative, with the new role of the member representative defined.
   Yes _______ No _______

Bylaw text and redline for questions 1 & 2.

Current:

ARTICLE 3
Members Representatives

    Section 1. Representatives of Members. Except as otherwise provided in these bylaws, two representatives shall be appointed by the chief executive officer, or his/her designee, of each Member to act on behalf of such Member, the written appointment to be filed with the Secretary of the corporation. It is recommended that the two representatives be appointed from the administrative and scientific staffs, respectively. The chief executive officer may substitute a different representative or representatives either for an indefinite period, a fixed term, or a particular meeting, at any time by filing written notice to this effect with the Secretary. Whenever a vote by Members is required, no vote by a Member having two representatives at the meeting shall be considered as cast by such Member if one of its representatives votes in favor of and its other representative votes against the action or resolution proposed. Wherever the term "Members Representative" is used in these bylaws, it shall refer to those persons who are the representatives of Members appointed in accordance with this Section.

Proposed:

ARTICLE 3
Members Representatives

    Section 1. Role of the Member Representative. The primary role of a Member Representative is to consult with fellow faculty and to accurately represent the position and opinion of the Member on matters relating to UCAR governance and to inform Member colleagues of relevant UCAR activities.

    Section 24. Appointment of Member Representatives of Members. Except as otherwise provided in these bylaws, two representatives shall be appointed by the chief executive officer, or his/her designee, of each Member to act on behalf of such Member, the written appointment to be filed with the Secretary of the corporation. It is recommended that the two
representatives be appointed from the administrative and scientific staffs, respectively. The chief executive officer may substitute a different representative or representatives either for an indefinite period, a fixed term, or a particular meeting, at any time by filing written notice to this effect with the Secretary. Whenever a vote by Members is required, no vote by a Member having two representatives at the meeting shall be considered as cast by such Member if one of its representatives votes in favor of and its other representative votes against the action or resolution proposed. Wherever the term "Members Representative" is used in these bylaws, it shall refer to those persons who are the representatives of Members appointed in accordance with this Section.
3. Combine member and affiliate levels into one membership category.
Yes _______ No________

Current:

ARTICLE 2

Members

Section 1. Number of Members. The number of Members shall not be less than five.

Section 2. Qualifications for Membership. Only universities, other nonprofit institutions or organizations, or divisions or units of universities or other nonprofit institutions or organizations, or governmental instrumentalities, which: (a) are organized for educational or scientific purposes, (b) are located within the boundaries of the United States of America, Canada or Mexico, and (c) have met the following criteria, shall be eligible for membership:

2.1 Program of Studies and Research. Such entity has made a definitive, substantial, and continuing commitment to a full, coherent, and integrated program of course studies and dissertation research leading to the doctorate in one or more of the atmospheric sciences or related fields; and

2.2 Progress in the Atmospheric Sciences or Related Fields. Such entity has made a definitive, substantial, and continuing commitment to progress in the atmospheric sciences or related fields as evidenced by scholarly works of significance by its faculty in the atmospheric sciences or related fields; and

2.3 Participation. Such entity is willing to make a clear and continuing commitment to active participation in the activities of the corporation, including governance, and its programs and facilities.

Proposed:

ARTICLE 2

Members

Section 1. Number of Members. The number of Members shall not be less than five.

Section 12. Qualifications for Membership. Only universities, other nonprofit institutions or organizations, or divisions or units of universities or other nonprofit institutions or organizations, or governmental instrumentalities, which: (a) are organized for educational or scientific purposes, (b) are located within the boundaries of the United States of America, Canada or Mexico, and (c) have met the following criteria, shall be eligible for membership:

12.1 Program of Studies and Research. Such entity has made a definitive, substantial, and continuing commitment to a full, coherent, and integrated program of course studies and dissertation research leading to a baccalaureate, the doctorate or other graduate degree in one or more of the atmospheric sciences or related fields; and

12.2 Progress in the Atmospheric Sciences or Related Fields. Such entity has made a definitive, substantial, and continuing commitment to progress in the atmospheric sciences or related fields.
related fields as evidenced by scholarly works of significance by its faculty in the atmospheric sciences or related fields; and

12.3 Participation. Such entity is willing to make a clear and continuing commitment to active participation in the activities of the corporation, including governance, and its programs and facilities.

ARTICLE 6
Academic Affiliates

Section 1. Qualifications of Academic Affiliates. Only universities, other nonprofit institutions or organizations, or divisions or units of universities or other nonprofit institutions or organizations, or governmental instrumentalities, which: (a) are organized for educational or scientific purposes, (b) are located within the boundaries of the United States of America, Canada or Mexico, and (c) have met the following criteria, shall be eligible to be an Academic Affiliate:

1.1 Program of Studies and Research. Such entity has made a definitive, substantial, and continuing commitment to a full, coherent, and integrated program of course studies leading to a baccalaureate and/or graduate degree in one or more of the atmospheric sciences and related fields; and

1.2 Progress in the Atmospheric Sciences or Related Fields. Such entity has made a definitive, substantial, and continuing commitment to progress in the atmospheric sciences or related fields as evidenced by scholarly works of significance by its faculty in the atmospheric sciences or related fields; and

1.3 Participation. Such entity is willing to make a clear and continuing commitment to active participation in the activities of the corporation, including governance, and its programs and facilities.

Section 2. Appointment and Renewal of Appointment by the Membership Committee. Academic Affiliates shall be appointed, and appointments of Academic Affiliates shall be renewed, by the Membership Committee. Before an entity may be appointed as an Academic Affiliate or can renew any appointment as an Academic Affiliate, it must have filed an application with the Membership Committee, in accordance with the procedures and the schedule established by the Membership Committee from time to time.

Section 3. Rights of Academic Affiliates. Upon appointment by the Membership Committee of an Academic Affiliate, the representative of such Academic Affiliate may attend all meetings of the Members as non-voting participants whose presence shall not be required for a quorum or any other purpose.

Section 4. Term of Affiliation. The term of affiliation of each Academic Affiliate shall expire at the end of the eighth calendar year commencing after such appointment or renewal.

Section 5. Fees. Academic Affiliates shall pay such initiation and annual fees as may be determined by the Board of Trustees from time to time.

Academic Affiliate Representatives. The chief executive officer, or his/her designee, of each Academic Affiliate shall appoint in writing one representative to represent such Academic Affiliate in all communications and interaction between such Academic Affiliate and the corporation. Such written appointment shall be filed with the Secretary of the corporation.
4. Remove member term requirements (no member re-election).
Yes _______ No_______

5. Remove mention of specific membership fee from bylaws (annual fee approved by Board resolution outside of the bylaws).
Yes _______ No_______

Bylaw text and redline for questions 4 & 5.

Current:

ARTICLE 2
Members

Section 3. Classes of Members. The corporation shall have one class of Members. The designation of such class and the rights of the Members of such class shall be as follows:

3.1 Rights of Members. Upon election or reelection and payment of any required fees, including an initial membership fee of $10,000 (or such larger amount as shall be approved by the Board of Trustees) and, a reelection fee of $3,500, Members shall have and assume all the rights, powers, duties, and obligations set forth in these bylaws. Except as otherwise provided herein, each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

Section 4. Term of Membership. Except as otherwise provided in Section 6 of Article 2, the term of membership of each Member elected or reelected to membership shall expire at the end of the eighth calendar year commencing after such election, or reelection, to membership. Members may apply for reelection to membership without limit as to number of terms.

Section 5. Election of Members. Members may be elected at any annual meeting of the Members duly held by the vote of two-thirds of the Members present at a meeting at which a quorum is present. Before an entity may be elected to membership in the corporation, it must have filed an application for election to membership with the Membership Committee, in accordance with the procedures and the schedule established by the Membership Committee from time to time, and must have been nominated for membership by the Membership Committee, and notice of such nomination must have been included in the notice of said annual meeting of Members.

Section 6. Reelection of Members. Written notice of the expiration of the term of membership of a Member shall be transmitted by the Secretary to said Member at least twelve months before the effective date of such expiration. Each Member so notified may file an application for reelection to membership in accordance with the procedures and the schedule established by the Membership Committee from time to time. Said application, unless withdrawn, shall be voted upon at the annual meeting of the Members held during said calendar year. The Membership Committee shall review applications for reelection and recommend action at the annual meeting of the Members; however, a recommendation by the Membership Committee for rejection of an application for reelection will not limit the right of any Member to have its application for reelection voted upon at such a meeting. A Member may be reelected to a new term at any annual meeting of the Members by the vote of two-thirds of the
Members present at a meeting at which a quorum is present. If the Membership Committee, because of unusual circumstances pertaining to a Member's application for reelection, is unable to arrive at a recommendation regarding reelection of a Member in time to present it at such annual meeting, the question of reelection may be postponed until the following annual meeting of the Members at the request of the Membership Committee if approved by action of the Members. Such a postponement may be requested by the Membership Committee only once with respect to a Member's application for reelection. If, for any reason, an annual meeting of the Members is not held in a given year, or if an application for reelection to membership duly filed is not voted upon at a given annual meeting of the Members, the membership of a Member due to be considered for reelection at such meeting will be automatically extended, without lapse, until the next annual meeting of the Members. In such cases of delay, the new term of the reelected Member shall begin on the date such reelection would have been effective had no delay occurred, and the reelection fee to be paid by such Member upon reelection shall be that fee which would have been payable had there been no delay.

Section 7. Additional Fees and Assessments of Members. In addition to the fees payable upon election and reelection set forth in these bylaws, every Member shall pay such fees or assessments, annual or otherwise, as may be authorized from time to time by action of the Board of Trustees and approved by action of the Members; provided, however, that all such assessments shall be levied equally on all Members (except Members not subject to further fees and assessments as set forth hereinafter), and shall not exceed Two Thousand Dollars per calendar year per Member. A Member which has paid fees and assessments aggregating Ten Thousand Dollars in addition to the initial membership and reelection fees (including any other fees and assessments paid to the University Corporation for Atmospheric Research, a Delaware Corporation which was merged into this corporation) shall not be liable for any further fees or assessments.

Section 8. Termination of Membership. Any Member which shall fail to pay the initial membership fee may be removed from membership for such nonpayment, but shall not be subject to further penalty.

Section 9. Resignation. Any Member may at any time resign from membership in the corporation by giving written notice signed by the president or chief executive officer, or his/her designee, of the Member to the Secretary of the corporation at least sixty days prior to the date upon which such resignation is to become effective. Such resignation shall take effect sixty days after the date of receipt of such notice of resignation or at any later time specified in such notice. A Member which has delivered its written resignation to the Secretary shall not be liable for any fees levied after the delivery of its resignation.

Section 10. Membership Not Assignable. Membership in the corporation shall not be assignable by any Member.

ARTICLE 5

Members Committee

Section 3. Membership Committee. The Membership Committee shall consider applications for election and reelection of Members in accordance with Sections 5 and 6 of Article 2 of these bylaws, nominate prospective Members, nominate Members for reelection and review criteria for membership. Said committee shall consist of at least five members appointed by the Members. Members of the Membership Committee shall be appointed for three-year terms, except in the case of appointments to fill a vacancy for an unexpired term.
Section 24. Classes of Members. The corporation shall have one class of Members. The designation of such class and the rights of the Members of such class shall be as follows:

23.1 Rights of Members. Upon election or reelection and payment of any required fees, including an initial membership fee of $10,000 (or such larger amount as shall be approved by the Board of Trustees) and, a reelection fee of $3,500, Members shall have and assume all the rights, powers, duties, and obligations set forth in these bylaws. Except as otherwise provided herein, each Member institution that is current with its payment of its annual membership fee shall be entitled to one vote on each matter submitted to a vote of the Members.

Section 4. Term of Membership. Except as otherwise provided for in these bylaws in Section 6 of Article 2, the term of membership of each Member shall continue until the Member resigns or is terminated for nonpayment of fees or no longer meets the qualifications for membership. A elected or reelected to membership shall expire at the end of the eighth calendar year commencing after such election, or reelection, to membership. Members may apply for reelection to membership without limit as to number of terms.

Section 5. Election of Members. New Members may be elected at the annual meeting of the Members duly held by the vote of two-thirds of the Members present at a meeting at which a quorum is present. ForBefore an entity to may become a Member of the corporation, it must have filed an application for election to membership with the Secretary of the corporation. The application will be reviewed and approved by the Membership Committee, in accordance with the procedures and the schedule established by the Membership Committee from time to time, and must have been nominated for membership by the Membership Committee, and notice of such nomination must have been included in the notice of said annual meeting of Members.

Section 6. Reelection of Members. Written notice of the expiration of the term of membership of a Member shall be transmitted by the Secretary to said Member at least twelve months before the effective date of such expiration. Each Member so notified may file an application for reelection to membership in accordance with the procedures and the schedule established by the Membership Committee from time to time. Said application, unless withdrawn, shall be voted upon at the annual meeting of the Members held during said calendar year. The Membership Committee shall review applications for reelection and recommend action at the annual meeting of the Members; however, a recommendation by the Membership Committee for rejection of an application for reelection will not limit the right of any Member to have its application for reelection voted upon at such a meeting. A Member may be reelected to a new term at any annual meeting of the Members by the vote of two-thirds of the Members present at a meeting at which a quorum is present. If the Membership Committee, because of unusual circumstances pertaining to a Member's application for reelection, is unable to arrive at a recommendation regarding reelection of a Member in time to present it at such annual meeting, the question of reelection may be postponed until the following annual meeting of the Members at the request of the Membership Committee if approved by action of the Members. Such a postponement may be requested by the Membership Committee only once with respect to a Member's application for reelection. If, for any reason, an annual meeting of the Members is not held in a given year, or if an application for reelection to membership duly
filed is not voted upon at a given annual meeting of the Members, the membership of a Member due to be considered for reelection at such meeting will be automatically extended, without lapse, until the next annual meeting of the Members. In such cases of delay, the new term of the reelected Member shall begin on the date such reelection would have been effective had no delay occurred, and the reelection fee to be paid by such Member upon reelection shall be that fee which would have been payable had there been no delay.

Section 67. - Additional Fees and Assessments of Members. In addition to the fees payable upon election and reelection set forth in these bylaws, every Member shall pay such fees or assessments, annual or otherwise, as may be authorized from time to time by action of the Board of Trustees, and approved by action of the Members; provided, however, that all such assessments shall be levied equally on all Members (except Members not subject to further fees and assessments as set forth hereinafter), and shall not exceed Two Thousand Dollars per calendar year per Member. A Member which has paid fees and assessments aggregating Ten Thousand Dollars in addition to the initial membership and reelection fees (including any other fees and assessments paid to the University Corporation for Atmospheric Research, a Delaware Corporation which was merged into this corporation) shall not be liable for any further fees or assessments.

Section 8. - Termination of Membership. Any Member which shall fail to pay the initial membership fee may be removed from membership for such nonpayment, but shall not be subject to further penalty.

Section 79. - Resignation. Any Member may at any time resign from membership in the corporation by giving written notice signed by the president or chief executive officer, or his/her designee, of the Member to the Secretary of the corporation at least sixty days prior to the date upon which such resignation is to become effective. Such resignation shall take effect sixty days after the date of receipt of such notice of resignation or at any later time specified in such notice. A Member which has delivered its written resignation to the Secretary shall not be liable for any fees levied after the delivery of its resignation.

Section 840. - Membership Not Assignable. Membership in the corporation shall not be assignable by any Member.

ARTICLE 5

Members Committee

Section 3. - Membership Committee. The Membership Committee shall consider applications for membership election and reelection of Members in accordance with Sections 5 and 6 of Article 2 of these bylaws, nominate prospective Members, nominate Members for reelection and review criteria for membership. Said committee shall consist of at least five members, including one member of the Board of Trustees, appointed by the Members. Members of the Membership Committee shall be appointed for three-year terms, except in the case of appointments to fill a vacancy for an unexpired term.
6. Remove language supporting travel costs for annual meeting (travel support costs approved through 2016 by Board resolution) and allow annual meeting to be held in any month of the year.

Yes ________  No________

Current:

ARTICLE 3
Members Representatives

Section 3. Expenses. The expenses of representatives of Members incurred in attending meetings of Members shall be reimbursed by the corporation.

ARTICLE 4
Meetings of Members

Section 1. Annual Meeting. The annual meeting of the Members shall be held in the month of October, or during such other month as may be designated by resolution of the Board of Trustees from time to time, and shall commence on the date designated by the Board of Trustees. The purpose of the annual meeting of the Members is to elect Trustees, appoint Members committees, and transact such other business as may come before the meeting.

Proposed:

ARTICLE 3
Members Representatives

Section 3. Expenses. The expenses of representatives of Members incurred in attending meetings of Members shall be reimbursed by the corporation.

ARTICLE 4
Meetings of Members

Section 1. Annual Meeting. The annual meeting of the Members will be held in the month of October, or during such other month as may be designated by resolution of the Board of Trustees from time to time, and shall commence on the date designated by the Board of Trustees. The purpose of the annual meeting of the Members is to elect Trustees, appoint Members committees, and transact such other business as may come before the meeting.