Current:

Section 8. Termination of Membership. Any Member which shall fail to pay the initial membership
fee any fees or assessments within sixty days from the time such fees and assessments are payable
may be suspended or removed from membership for such nonpayment, at a meeting of the Members
by action of the Members, but shall not be subject to further penalty.

Proposed:

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.

Explanation: Institutions generally don’t pay within 60 days, and UCAR allows this. There is no
need to take action against a member university at a Members Meeting for non-payment.
2. Current excerpt only from Article 3, Section 1, but language change is the same in each of the three sections:

Article 3, 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.

Proposed:

Article 3, 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.

Explanation: It is sometimes difficult to obtain the President/CEO’s signature, so added “his/her designee” in these sections.
Current:

Section 2. Special Meetings. Special meetings of Members may be called and held as directed by the Board of Trustees, the President, or the Chairperson of the Board, and, upon the written request of a majority of the Members filed with the Secretary, shall be called by the Secretary.

Proposed:

Section 2. Special Meetings. Special meetings of Members may be called and held as directed by the Board of Trustees, or upon the written request of a majority of the Members filed with the Secretary, shall be called by the Secretary.

Explanation: Changed the language to reflect that a Special Member Meeting can only be held as directed by the Board of Trustees or upon the written request of a majority of Members. The President or the Chair of the Board, alone, would no longer be able to call a special meeting. This is to preserve the “special” designation of these meetings.
Current:

4. **Section 3. Place of Meeting.** The Board of Trustees may designate any place, either within or without the state of Colorado, as the place of meeting for any annual meeting of the Members or any special meeting of Members called by the Board of Trustees. If no designation is made or if a special meeting of Members is otherwise called, the place of meeting shall be **the principal offices of the corporation** in Boulder, Colorado.

Proposed:

**Section 3. Place of Meeting.** The Board of Trustees may designate any place, either within or without the state of Colorado, as the place of meeting for any annual meeting of the Members or any special meeting of Members called by the Board of Trustees. If no designation is made or if a special meeting of Members is otherwise called, the place of meeting shall be in Boulder, Colorado.

Explanation: The change would allow Member Meetings to be held at any location in Boulder, Colorado not limited to only UCAR campuses.
Current:

5. **Section 2. (a) Number.** The number of elected Trustees shall be as set forth below for the period indicated:

Commencing at the first meeting of the Board of Trustees following the annual meeting of the Members in the year 2003 and until the first meeting of the Board of Trustees following the annual meeting of the Members in the year 2004, there shall be sixteen elected Trustees consisting of twelve Institutional Trustees and four Trustees-at-Large;

Commencing at the first meeting of the Board of Trustees following the annual meeting of the Members in the year 2004 and until the first meeting of the Board of Trustees following the annual meeting of the Members in the year 2005, there shall be seventeen elected Trustees consisting of twelve Institutional Trustees and five Trustees-at-Large; and

Commencing at the first meeting of the Board of Trustees following the annual meeting of the Members in the year 2005 and thereafter, there shall be eighteen elected Trustees consisting of twelve Institutional Trustees and six Trustees-at-Large. In addition to the number of elected Trustees, the President and the former Chairperson of the Board, for the twelve month period immediately following the expiration of such Chairperson's term, shall serve as *ex officio* Trustees if such individuals are not elected Trustees. Such *ex officio* Trustees shall be considered members of the Board of Trustees for all purposes including voting and establishing a quorum, except such Trustees may not serve as Chairperson.
5. **ARTICLE 7, SECTIONS 2 AND 3, CONTINUED**

Section 3. Election and **Term** of Elected Trustees. At each annual meeting of the Members, **the following number of** Trustees shall be elected by the Members **by a vote of each Members Representative.** (a) four Institutional Trustees and (b) until the annual meeting of the Members in the year 2003, one Trustee-at-Large, and, commencing with the annual meeting of the Members in the year 2003 and thereafter, two Trustees-at-Large. **The terms of the Trustees elected at each annual meeting of the Members shall begin at the start of the first regular meeting of the Board of Trustees following their election and shall expire upon the commencement of the first regular meeting of the Board of Trustees after the third annual meeting of the Members following their election. Each Trustee shall hold office for the term for which such Trustee is elected and until the first meeting of the Board of Trustees following the annual meeting of the Members at which such Trustee’s successor is elected. Any Trustee who has served two successive three-year terms shall not be eligible for reelection as a Trustee until the annual meeting of the Members following the date on which the second of said successive three-year terms expires.** The provisions of this Section shall in no way limit the provisions set forth in Section 5 of this Article 7 concerning the filling of any vacancy occurring in the Board of Trustees.

Proposed:

Section 2. Number. The number of elected Trustees shall be eighteen elected Trustees consisting of twelve Institutional Trustees and six Trustees-at-Large.

In addition to the number of elected Trustees, the President and the former Chairperson of the Board, for the twelve month period immediately following the expiration of such Chairperson’s term, shall serve as **ex officio** Trustees if such individuals are not elected Trustees. Such **ex officio** Trustees shall be considered members of the Board of Trustees for all purposes including voting and establishing a quorum, except such Trustees may not serve as Chairperson.

Section 3. Election and **Term** of Elected Trustees. At each annual meeting of the Members, Trustees shall be elected by the Members **by a vote of each Members Representative.** The terms of the Trustees elected at each annual meeting of the Members shall begin at the start of the first regular meeting of the Board of Trustees following their election and shall expire . . .

Explanation: Deleted language that is obsolete, changed “Tenure” to “Term” and added vote of each “Members Representative” for specificity and clarification.
Current:

6. **Section 3. Special Meetings.** Special meetings may be called by the Chairperson of the Board, or the Vice Chairperson of the Board when acting for the Chairperson, and, upon the written request filed with the Secretary of one-third or more of the Trustees in office, shall be called by the Secretary. Notice of a Special Meeting shall be given at least three days prior to the meeting and shall state the date, time and place of the meeting, but need not, unless otherwise required by law, state the purpose or purposes thereof. Notice may be given in person, by telephone, facsimile, electronic mail, or other form of wire or wireless communication, or by mail or private carrier. If mailed, such notice shall be deemed given when deposited in the United States mail, postage prepaid, addressed to the Trustee at the Trustee’s residence or place of business. In all other cases, notice shall be deemed given when received.

**Section 5. Notice of Meetings.** Notice of each meeting of Trustees, whether annual or regular, or special, shall be given to each Trustee at least fourteen days prior to the date of such meeting.

Proposed:

**Section 3. Special Meetings.** Special meetings may be called by the Chairperson of the Board, or the Vice Chairperson of the Board when acting for the Chairperson, and, upon the written request filed with the Secretary of one-third or more of the Trustees in office, shall be called by the Secretary. Notice of a Special Meeting shall be given at least three days prior to the meeting and shall state the date, time and place of the meeting, but need not, unless otherwise required by law, state the purpose or purposes thereof. Notice may be given in person, by telephone, facsimile, electronic mail, or other form of wire or wireless communication, or by mail or private carrier. If mailed, such notice shall be deemed given when deposited in the United States mail, postage prepaid, addressed to the Trustee at the Trustee’s residence or place of business. In all other cases, notice shall be deemed given when received.

**Section 5. Notice of Meetings.** Notice of each meeting of Trustees, whether annual or regular, shall be given to each Trustee at least fourteen days prior to the date of such meeting.

Explanation: Changed notice of special meeting from 14 days to 3 days to allow more flexibility in calling a Special Meeting. (Colorado Statutes allow no less than 2 days notice.) Added wording consistent with other notice provisions in Bylaws.
7. **Article 9, Section 10.** . . . All books, records, and vouchers shall be open for the inspection of any Trustee or Member, subject to federal and state laws and regulations of competent federal authorities governing access to classified information.

**Article 12, Section 1. Indemnification.** To the extent permitted or required by the act (as defined below) and any other applicable law, if any Trustee or officer (as defined below) of the corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Trustee or officer of the corporation, the corporation shall (a) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA [Employee Retirement Income Security Act of 1974] excise taxes under the Employee Retirement Income Security Act of 1974, as amended, and the regulations there under), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (b) shall advance to such person expenses incurred in such proceeding.
7. ARTICLE 9, SECTION 10, ARTICLE 12, SECTION 1. CONTINUED

Proposed:

Article 9, Section 10. . . . . All books, records, and vouchers shall be open for the inspection of any Trustee or Member, subject to federal and state laws and regulations. . . .

Article 12, Section 1. Indemnification. To the extent permitted or required by the Act (as defined below) and any other applicable law, if any Trustee or officer (as defined below) of the corporation is made a party to or is involved in any proceeding (as defined below) because such person is or was a Trustee or officer of the corporation, the corporation shall: (a) indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA [Employee Retirement Income Security Act of 1974] excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding; and (b) advance to such person expenses incurred in such proceeding.

Explanation: Cleaned up language and deleted unnecessary wording.
Proposed:

Section 1.4 NCAR Budget and Programs Committee. The NCAR Budget and Programs Committee shall provide guidance and oversight to NCAR and UCAR management for the development of the NCAR strategic plans and annual program plans.

Explanation: Added new NCAR Budget and Programs Committee. This committee has been acting upon a charge from the UCAR Board of Trustees as an “Other Committee” under Article 11, Section 2. This new language is consistent with the committee charge. The proposed change would make the NCAR Budget and Programs Committee a formal Standing Committee of the Board.
9. **Proposed:**

*Article 13. Limitations on Personal Liability of Trustees and Officers*

No Trustees or officers of the corporation shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such Trustee or officer was personally involved in the situation giving rise to the litigation or unless such Trustee or officer committed a criminal offense in connection with such situation. The protection afforded in this Article shall not restrict other common law protections and rights that a Trustee or officer may have. This Article shall not restrict the corporation’s right to eliminate or limit the personal liability of a Trustee to the corporation or to its members for monetary damages for breach of fiduciary duty as a Trustee.

Explanation: This paragraph is added to reflect the current Colorado Revised Nonprofit Corporation Act with regard to limitations on personal liability of trustees and officers.