

UNIVERSITY CORPORATION FOR ATMOSPHERIC RESEARCH

Minutes of the UCAR-HAO Merger Committee

July 17, 1961
Boulder, Colorado

The UCAR-HAO merger committee met in the NCAR temporary quarters in Boulder, Colorado, at 9:00 am, July 17, 1961. Present were the following members of the committee: H. R. Byers; J. L. J. Hart; H. G. Houghton, Chairman; A. R. Kassander; and R. Wilkinson. Also present were officers of the Corporation, W. O. Roberts, Director; R. J. Low, Assistant Secretary-Assistant Treasurer. T. C. Fry was present by invitation.

1. Merger Plan

Hart and Wilkinson stated that they had made further study of methods of accomplishing the merger. They reviewed the main features of this study for the committee. It was agreed that the most satisfactory and expeditious plan is the one Hart described to the Board at the April 11 meeting in Seattle (see minutes of that meeting).

It was pointed out that such a merger accomplishes goals already established by the UCAR Board. Wilkinson stated that it has always been intended that UCAR would be incorporated in the state in which the National Center was located. Delaware was chosen as the state of original incorporation because there was little possibility that the Center would be located there. "Reincorporating" in Colorado accomplishes the objective of incorporating UCAR in the home state of the Center.

2. Need for Approval by Governing Bodies

Wilkinson stated that it was his opinion that it would not be necessary for member universities to have the specific approval of their governing bodies for authority to approve the proposed "reincorporation." He described Penn State's situation as an example. When Penn State first became a member of UCAR, Wilkinson was asked, as counsel for Penn State, whether there were any legal impediments to this move. He advised the administration that nothing stood in the way of an arrangement of this kind. He requested, however, that he be allowed to review the articles and by-laws, to determine if the purposes and structure of that particular corporation conflicted in any way with the University's obligations or

with Pennsylvania law. He of course found no such conflict. The merger plan calls for only such changes in the articles and by-laws as will provide that the Corporation be a Colorado rather than a Delaware corporation. This is not a change of important substance, but only a "paper" change. Hence, unless the law of some state provides that it may become a member of a corporation incorporated in certain states but not in other states, approval by governing bodies would not be required.

3. Articles and By-Laws

The HAO articles and by-laws will be modified to be identical with those of the present UCAR except such wording changes as are necessary to conform to Colorado law for a Colorado corporation.

The UCAR purposes embrace "atmospheric research and related fields." It was agreed that that statement is broad enough to encompass the present and contemplated activities of the HAO "division." Hence the present UCAR purposes need no change.

4. Method of Procedure

If the Executive Committee authorizes the matter to be pursued, the following procedure is recommended:

1. Hart will draft appropriate documents, including the new articles and by-laws.
2. Wilkinson will review them for UCAR.
3. Jackson and Owen, who serves as HAO's counsel, will review them for HAO.
4. They will then be submitted to the merger committee.
5. They will then be submitted to the full UCAR Board, in advance of the October meeting.
6. The UCAR Board will consider the matter at the October meeting.
7. If the UCAR and HAO Boards concur, the HAO Board will then, by amendment of its articles and by-laws, adopt the new "UCAR" articles and by-laws.

8. Having thus created UCAR, a non-profit Corporation of Colorado, UCAR of Delaware must then have a meeting of its members (as distinguished from Trustees) to take two steps:

a. Transfer the assets of the Delaware Corporation to the Colorado Corporation in accordance with the original charter and by-laws.

b. Dissolve the Delaware Corporation.

There was a suggestion that, at the meeting of UCAR members, the presidents of the respective institutions be encouraged to attend in person and that maximum advantage be taken of the ceremonial aspects of the occasion. It would be possible, perhaps, to schedule a dedication of the Table Mountain site at the same time.

5. Date of Incorporation

Hart pointed out that Colorado law apparently does not require that the date of incorporation be included in the seal of the Corporation. Since there would be some question what date should be used, it was agreed that the new seal be made up with no date of incorporation specified.

6. "HAO Advisory Board"

It was pointed out that many of the HAO Board members have been associated with the HAO since its inception. They have been a loyal and dedicated Board. There would be advantage to UCAR to capitalize on this commitment with respect to those HAO Board members who are not officially involved in UCAR affairs. The following HAO Trustees are so involved: Jackson, Owen, Hart, Byers, and Kassander. The following are not: Stearns, Knowles, Mosley, Campbell, and Newton. It was suggested that UCAR might well appoint the latter group to an "Advisory Board" to the HAO "division." No such appointments can be made, of course, until after the merger, but it might be a fine gesture to take formal action now to indicate UCAR's intention to appoint such a Board upon merger. Such a step will be recommended to the Executive Committee on July 18th.

7. Appointment of John Firor as Associate Director of HAO

The Director, in material already distributed to the Trustees as background information for the Executive Committee meeting, pointed out the extreme reluctance of the HAO Board to take an action on the

appointment of the Associate Director of HAO that would tie the hands of the UCAR Board. Byers and Kassander pointed out the very strong wish of the HAO Board to cooperate in every way possible, in this and other matters, with the UCAR Board. It was agreed that the matter of Firor's appointment should be reviewed by the Executive Committee on July 18th and that it would be appropriate to act on a resolution noting with approval the HAO Board's action in that appointment.

8. The Committee's Resolution

This committee recommends to the Executive Committee the adoption of the following resolution:

Resolved that the Officers of the corporation be, and are hereby authorized and directed, together with general counsel and Colorado counsel, to take the necessary steps, prepare drafts of the necessary papers, and give the necessary and proper notices to the Board of Trustees to the end that the Board of Trustees can, at its meeting in October 1961, consider calling a meeting of the members of the Corporation and recommending to the members the adoption of resolutions to the end that UCAR become a non-profit corporation of the State of Colorado, transfer the assets of the Delaware Corporation to the Colorado Corporation, and terminate the corporate status of the Delaware Corporation. The draft of resolutions to be completed and circulated to the Board of Trustees shall include, for information purposes, the draft of resolutions to be adopted by High Altitude Observatory which, together with the resolutions to be adopted by UCAR, would meld the two corporations into one corporation to be known as UCAR, a Colorado Corporation, with the same corporate purposes, the same charter, and the same by-laws as heretofore adopted by UCAR of Delaware, with only the changes made necessary by the non-profit corporation law of Colorado.