

Voter and Procedural FAQs - UCAR Members

Updated October 2013

1. Who Can Vote?

Members and Members Representatives vote on different issues.

Members – are the institutions, as defined in Article 2.

Members Representatives – are two representatives from each Member, as defined in Article 3.

Members act through their Members Representatives. “Unless otherwise required by law or these bylaws, the *act of a majority of the Members Representatives* present at a meeting at which a quorum is present shall be the act of the Members.” [Article 4, Section 6, Manner of Acting]

2. Who Can Vote to elect Trustees?

At each annual meeting of the Members, . . . Trustees shall be elected by the Members. [Article 7, Section 3]

Since Members vote through their Members Representatives, then both representatives can vote, and the trustees are elected by the *act of a majority of the Members Representatives*. [Article 3, Section 1; Article 4, Sections 5 & 6; Article 7, Section 3]

3. Who Can Vote to Elect/Re-elect Members or Change Bylaws?

In both of the articles addressing election/re-election of Members (Article 2, Sections 5 & 6) and Bylaw changes (Article 14), it states that the vote is by a “vote of two-thirds of the Members present at a meeting at which a quorum is present.”

This language alters the “Manner of Acting” [Article 3, Section 1] by the *act of a majority of the Members Representatives*, to be an action of “two-thirds of the Members.”

Therefore, the Member has one vote and if there are two Member Representatives present, they must agree on the one vote.

“Whenever a vote by Members is required, no vote by a Member having two representatives at the meeting shall be considered cast by such Member if one of its representatives votes in favor of and its other representative votes against the action or resolution proposed.” [Article 3, Section 1]

4. How do I Vote?

You will vote electronically, through a web portal, using your own computer, or one provided by UCAR. You will receive unique passwords and login instructions on a voter card.

Must be present

There is no voting by proxy. You must be present to vote. However, you may vote during the meeting, or from your hotel room during the Voting Window. You will

have an approximate 18 hour window at the meeting to cast your vote (from about 4:30 pm on 10/8 to about 9:30 am on 10/9) – the **Voting Window**. Prior to the meeting, you will be able to review the Voter guide/back-up ballot, the candidates for the trustees election, members elections, re-elections and proposed bylaw amendments.

There are two ballots

Because Trustees are elected by a *majority* vote by *Members Representatives*, and the Members institutions are elected and re-elected and bylaw changes are made by a *two-thirds* vote by *Members*, you will be presented with two different electronic ballots. Each ballot will have a different password. There will be only one password and one vote for each Member on the Member Election/Re-election and Bylaw amendment ballot.

5. What is a Quorum?

A majority of Members constitutes a quorum. [Article 4, Section 5]
UCAR has 78 Members, therefore a quorum is 40 Members.

6. How many votes are needed?

The exact number needed for an affirmative passage will be determined by the number of Members Representative and Members present at the meeting.

Elect Trustees

Trustees are elected by a *majority* vote of the *Members Representatives*. The four candidates receiving the highest majorities of votes will be elected trustees.

If all four trustee positions are filled on the first ballot, the election is complete. If fewer than four trustees are elected on the first ballot, then the names of the so elected trustees will be removed from the ballot, and an additional ballot or ballots will be taken until all trustee positions are filled.

Bylaws and Members election and re-election

Bylaw amendments and the election and re-election of Members must be approved by a *two-thirds* vote of the *Members* present at a meeting at which a quorum is present. [Article 2, Sections 5 & 6; Article 14]

Example: If 60 Members are present, a quorum is 31 and an affirmative vote of 40+ Members is required to pass a Bylaw amendment.

7. What about confidentiality and security with electronic voting?

Your vote will be confidential and will not be traced to you, personally. You may receive an automated email generated by the system reminding you to vote. The vote administrators, IT professionals and any employees responsible for the voting process may have access to confidential vote information and are cognizant of their responsibility to maintain the confidentiality of voter identification.

The electronic voting system is maintained by a third party, with obligations to maintain confidentiality and security for the system. The system will remain secured with access to records limited to vote administrators and IT professionals under password protection.

8. When will we get results?

Results of the votes will not be announced prior to the end of the Voting Window. In announcing results for Trustee elections, the Chair shall simply announce the names of the candidates who are elected Trustees. No individual voting results on Trustee candidates will be made available. In announcing the results for Member elections and re-elections, Bylaw amendments or any other proposition, the Chair will announce whether the amendment or proposition has passed.

9. Can Members make any amendments to the proposed bylaw changes?

These bylaw amendments have been recommended by the Governance Task Group (GTG) an ad hoc committee created by the UCAR Board of Trustees. (A separate report from the GTG is provided to you.) The UCAR Board of Trustees approved all the GTG recommendations that are now before you. The language, nuances and import of all the changes have been fully debated and are now presented to the Members for a vote.

10. Can Members make nominations from the floor?

Nominations from the floor for trustee candidates can be made subject to the By-law provisions and parliamentary procedure which will be provided.