

Voter and Procedural FAQs - UCAR Members

Updated October 2015

1. Who Can Vote?

Each Member has one vote. The Member Representatives should confer, but only one designated Voting Representative will vote.

“Each Member has one vote as to all matters required by law or these bylaws.”
[Article 4, Section 6, Manner of Acting]

2. 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. You will have 22 hours – the “Voting Window” -- at the Meeting to cast your vote. The Voting Window is from approximately 10:00 am on Tuesday, October 13 until 8:00 am on Wednesday October 14. Prior to the Meeting, you will be able to review the Voter guide, ballot, the candidates for the Trustees election, Member elections, re-elections and proposed Bylaw amendments.

3. What is a Quorum?

A majority of Members constitutes a quorum. [Article 4, Section 5]
UCAR has 105 Members; therefore a quorum is 53 Members.

4. How many votes are needed?

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

Elect Trustees

Trustees are elected by a *majority* vote of the Members. 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.

Bylaw amendments 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 4 & 5; 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.

5. Why is more than majority approval required to Elect and Re-elect Members or Change Bylaws?

In both of the articles addressing election/re-election of Members (Article 2, Sections 4 & 5) and Bylaw changes (Article 14), it requires 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 4, Section 6] by the *act of a majority of the Members*, to be an action of “two-thirds of the Members.”

6. 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.

7. 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 candidate elections, the Chair will simply announce the names of the candidates who are elected to the Members Nominating Committee and the Board of Trustees. In announcing the results for Member elections and re-elections, Bylaw amendments or any other proposition, the Chair will provide the actual vote counts and announce whether the amendment or proposition has passed.

8. Can amendments from the floor be made to the proposed Bylaw changes?

As in prior years, amendments from the floor to bylaw changes are not allowed. Bylaw changes are carefully worded and examined by the Governance Task Group (GTG), the UCAR Board of Trustees and UCAR’s attorneys to ensure the proposed change can be implemented with or without additional changes to other bylaws. These groups also make sure that the changes can be fully understood and are in line with parliamentary procedures and Colorado law.

Under Robert’s Rules of Order [§ 57] where notice of these bylaw amendments was given to all Members, and they have relied on the nature of the proposed changes in the notice, it is unfair to make substantive changes in the moment, without further formal notice. That is because Members Representatives may not have attended the meeting or had sufficient notice with regard to changes made at the meeting. If you have substantive changes to propose, the GTG will be considering other bylaw amendments in the future. Please feel free to propose other bylaw amendments to be considered by the GTG

9. Can Members make nominations from the floor?

Nominations from the floor for institutional trustee candidates can be made provided the nominee meets the following eligibility requirements:

- Must be affiliated with a Member
- If not a Member Representative, then the nominee needs a letter from the Member CEO giving consent for the individual to stand for election
- There cannot already be a trustee or other nominee from the same institution

If no one is nominated, then nominations are closed.