

BYLAWS
OF
UNIVERSITY CORPORATION FOR ATMOSPHERIC RESEARCH
(A COLORADO NONPROFIT CORPORATION)

AMENDED AND RESTATED AS OF OCTOBER 2014 [**PROPOSED 2015**](#)

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OF
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(A COLORADO NONPROFIT CORPORATION)

ARTICLE 1

Name, Seal, Offices, and Dissolution

Section 1. Name. The name of this corporation is University Corporation for Atmospheric Research.

Section 2. Seal. The seal of the corporation shall be a circular form bearing the words "University Corporation for Atmospheric Research, Colorado."

Section 3. Business Offices. The principal offices of the corporation in the State of Colorado shall be located in Boulder, Colorado. The corporation may have such other offices, either within or without the State of Colorado, as the Board of Trustees may from time to time determine.

Section 4. Dissolution. Subject to the requirements of law and of the Amended and Restated Articles of Incorporation, at any time the Members shall have the power to dissolve the corporation and wind up its affairs by the vote of two-thirds of all Members. In such case it shall be the duty of said Members to designate by like action a successor nonprofit corporation organized for educational, charitable, or scientific purposes, contributions to which are deductible for federal income tax purposes, to take over all or substantially all of the functions and purposes of the corporation, or if no such successor corporation is so designated, to designate one or more exempt organizations of the kind described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") as the recipient or recipients to which any property or assets remaining after such winding up of the affairs of the corporation shall be paid over or transferred.

ARTICLE 2

Members

Section 1. Qualifications for Membership. Only universities, other nonprofit institutions or organizations, or divisions or units of universities or other nonprofit institutions or organizations 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:

1.1 Program of Studies and Research. Such entity has made a definitive, substantial, and continuing commitment to a full, coherent, and integrated program

leading to a baccalaureate, doctorate or other graduate degree in one or more of the atmospheric sciences or 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. 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:

2.1 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 3. Term of Membership. Except as otherwise provided in Section 5 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 4. Election of Members. Members may be elected at any annual meeting of the Members duly held by ~~at the~~ the vote of two-thirds of the Members ~~voting 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 5. 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~~ the vote of two-thirds of the Members ~~voting 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 6. 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 7. 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 8. 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 9. Membership Not Assignable. Membership in the corporation shall not be assignable by any Member.

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. 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.

Section 2. 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 is to conduct transact~~ such ~~other~~ business, including elections, as may come before the Members at or before the meeting.

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. In both cases, special meetings shall be called by the Secretary.

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.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of Members shall be given to each Member not less than fourteen or more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. 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. In case of a special meeting or when required by law or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be given when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the corporation, with postage thereon prepaid. In all other cases, notice shall be deemed given when received.

Section 5. Quorum. ~~At each meeting of Members, the presence, through one or both representatives, of~~ A quorum is defined as a majority of the current Members ~~shall constitute a quorum for the transaction of business.~~ If a quorum is not present at any meeting of the Members, a majority of those see Members present may adjourn the meeting ~~from time to time~~ without further notice.

Section 6. Manner of Acting. Members act through their Members Representatives. Members may act by voting in elections (remotely, electronically or in person) and on any other business brought before the Members. Unless otherwise required by law or these bylaws, the act of a majority of the Members voting present at a meeting at which a quorum is present shall be the act of the Members. ~~Each Member has one vote as to all matters required by law or these bylaws.~~

Section 7. Voting. Voting may be in person or remotely by electronic or paper ballot. Members may vote without a meeting in elections or on any other matter where the ballot is provided in written form to Members (hard copy or electronically), with the Member votes submitted by postal or other delivery, facsimile, email or any other electronic or digital means by the close of voting. Each Member has one vote as to all matters required by law or these bylaws. For an election to be valid, a majority of Members must cast votes.

~~Section 7.~~ Section 8. Trustee Attendance. Trustees who are not Members Representatives may attend any meeting of Members as observers.

~~Section 8.~~ Section 9. Action by Written Consent of Members. Any action which may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Members. A Member will be deemed to have signed such a written consent if one of its Members Representatives has signed such consent.

ARTICLE 5

Members Committees

Section 1. Members Nominating Committee. At each annual meeting of the Members, the members of the Nominating Committee shall be elected from among the Member Representatives by the Members for three-year terms. The candidates receiving the highest number of votes cast will be elected. The three-year terms shall be staggered so that in the first year after the bylaw amendment: three members are elected to a one-year term; three are elected to a two-year term; and three are elected to a three-year term. In subsequent years, members will be elected as vacancies arise. The Board of Trustees shall also appoint one member to the Nominating Committee for a one-year term who is an Institutional Trustee in her/his second term on the Board of Trustees. The Nominating Committee will make nominations for election of Trustees at the next annual meeting of the Members and for election to fill any vacancy or vacancies on the Board of Trustees. The Nominating Committee shall also nominate persons to serve on the other Members committees provided for in this Article. A report of all such nominations shall be included in the notice of each meeting of Members at which an election is to take place, except when the election is to fill a vacancy and the report is not available when the notice of the meeting is given.

Section 2. Scientific Programs Evaluation Committee. The Members may appoint a committee to be known as the Scientific Programs Evaluation Committee ("SPEC") to evaluate the quality, as distinguished from the scientific goals (the latter being the responsibility of the Board of Trustees), of all or certain of the corporation's scientific programs. The SPEC shall be appointed at intervals no greater than once every five years and no more frequently than once every three years. The SPEC may appoint subcommittees or panels to assist it in said evaluation. The SPEC, and any such subcommittees or panels, may include scientists who are not Members Representatives. The SPEC shall report to the Members, as directed in the resolution of the Members appointing the members of the SPEC.

Section 3. Membership Committee. The Membership Committee shall consider applications for election and reelection of Members in accordance with Sections 4 and 5 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 4. President's Advisory Committee on University Relations. At each annual meeting of the Members, the Members may appoint a President's Advisory Committee on University Relations composed of at least nine individuals, said committee to be chaired by an individual appointed by the President. The duty of said committee shall be to aid the President in improving communications between the

corporation and the Members, and it shall present a report at each annual meeting of the Members.

ARTICLE 6

Board of Trustees

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Trustees. Trustees need not be residents of the State of Colorado or members of the corporation.

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. The candidates receiving the highest number of votes cast will be elected. 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 6 concerning the filling of any vacancy occurring in the Board of Trustees.

Section 4. Qualifications of Institutional Trustees and Trustees-at-Large. Trustees-at-Large shall not be Members Representatives. Each Institutional Trustee at the time of election shall be an individual affiliated, as an employee or otherwise, with a Member; provided, however, that before an individual, who is not a Members Representative, may be elected as an Institutional Trustee, the election of such individual as a Trustee shall have been consented to in writing by the chief executive officer of the Member with which such individual is affiliated. No one shall be elected an Institutional Trustee if such election will result in two or more Institutional Trustees from the same Member serving at the same time. If: (a) an individual elected as an Institutional Trustee ceases to be affiliated with the Member such Trustee was affiliated

with when elected, then, unless such individual becomes affiliated with another Member that is not then affiliated with any of the Institutional Trustees currently serving on the Board of Trustees; or (b) an individual currently serving as a Trustee-at-Large is appointed as a Members Representative, then such Trustee shall serve only through the next annual meeting of the Members, and the Members may fill the vacancy thereby created at such annual meeting of the Members in accordance with Section 5 of this Article 6. If an individual serving as an Institutional Trustee ceases to be a Members Representative but continues to be affiliated with the Member for which the Institutional Trustee was a Members Representative, such Institutional Trustee shall nevertheless complete the term for which such Institutional Trustee was elected.

Section 5. Vacancies. Any vacancy occurring in the Board of Trustees by reason of the death, resignation, removal or disqualification of an Institutional Trustee or a Trustee-at-Large may be filled by the vote of a majority of the remaining Trustees, though less than a quorum of the Board of Trustees; provided, however, that any Trustee so elected by the Board of Trustees to fill a vacancy shall serve only until the next annual meeting of the Members. At the next annual meeting of the Members, the Members may fill any vacancy in the Board of Trustees occurring since the previous annual meeting of the Members, and the Trustee so elected by the Members shall serve for the unexpired term of such Trustee's predecessor in office.

Section 6. Compensation. Trustees shall receive no compensation for their services in their capacity as Trustees but shall be reimbursed for out-of-pocket expenses incurred for their attendance at meetings of the Board of Trustees, meetings of any committee thereof, or on any other business of the corporation, in such manner as the Board of Trustees may from time to time determine. Nothing herein shall be construed to preclude any Trustee from serving the corporation in some other capacity and receiving compensation therefor.

Section 7. Removal. Any elected Trustee, whether an Institutional Trustee or a Trustee-at-Large, and any ex officio Trustee may be removed from office with or without cause by the vote of two-thirds of the Members present at a meeting at which a quorum is present.

ARTICLE 7

Meetings of the Board of Trustees

Section 1. Annual Meeting. The annual meeting of the Board of Trustees shall be held during the first four months of each calendar year on such date and at such time as may be designated by resolution of the Board of Trustees from time to time.

Section 2. Regular Meetings. The Board of Trustees shall have such regular meetings in each year as the Board of Trustees may determine from time to time;

provided, however, the Board of Trustees shall schedule no fewer than two regular meetings in each year in addition to its annual meeting.

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 4. Place of Meeting. Any meeting of the Board of Trustees may be held within or without the State of Colorado as the Board of Trustees may determine, but in the absence of any other determination by the Board of Trustees as to the place of meeting, it shall be held in Boulder, Colorado.

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. 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 such Trustee's residence or place of business. In all other cases, notice shall be given when received. The notice of all meetings shall state the place, date and hour thereof, but need not, unless otherwise required by law, state the purpose or purposes thereof.

Section 6. Quorum. A majority of the members of the Board of Trustees then holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If a quorum is not present at a meeting or at any adjournment thereof, then those present may adjourn such meeting. Written notice of the date, time and place of the adjourned meeting shall be given to each Trustee at least ten days prior to the adjourned meeting, and thereupon any business may be transacted which might have been transacted at the meeting as originally called had such original meeting been held.

Section 7. Manner of Acting. The act of a majority of the Trustees present at a meeting, at which a quorum is present, shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these bylaws.

Section 8. Action by Unanimous Written Consent. Any action required by law to be taken at a meeting of the Board of Trustees or any committee thereof, or any action which may be taken at a meeting of the Board of Trustees of any committee

thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees or all of the members of any committee thereof, as applicable.

Section 9. Meetings by Telephone. The Board of Trustees or any committee thereof may permit any Trustee to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE 8

Officers

Section 1. Officers. The officers of the corporation shall be a Chairperson of the Board, a Vice Chairperson of the Board, a President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers, including one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Except as otherwise required by law, any person may hold two or more offices in the corporation at the same time.

Section 2. Qualifications. The Chairperson of the Board, the Vice Chairperson of the Board, the Secretary and the Treasurer shall be elected by the Board of Trustees from among the members of the Board of Trustees; provided, however, that neither the President nor the former Chairperson of the Board serving as ex officio members of the Board of Trustees is eligible to be elected as Chairperson of the Board. Other officers need not be elected from among the members of the Board of Trustees.

Section 3. Election and Tenure. The Chairperson of the Board, the Vice Chairperson of the Board, the Secretary and the Treasurer shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees. Each such officer shall hold office until the next annual meeting of the Board of Trustees and until such officer's successor shall have been duly elected. The President shall be appointed by the Board of Trustees and shall serve at its pleasure. One or more Vice Presidents may be appointed by the Board of Trustees, on the recommendation of the President, for such term as the Board of Trustees may designate in the resolution appointing such Vice President. The officers of the corporation shall serve for the term for which they are elected or appointed and until the adjournment of the meeting at which their successors are elected unless the resolution electing or appointing such officers provides for commencement of their term at an earlier time.

Section 4. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the vote of a majority of the Trustees then holding office

whenever, in their judgment, the best interests of the corporation would be served thereby.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 6. Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Members, the Board of Trustees, and the Executive Committee, and shall perform such other duties as may be directed from time to time by the Board of Trustees. The Chairperson of the Board shall be an ex officio member of all committees other than the Nominating Committee.

Section 7. Vice Chairperson of the Board of Trustees. In the absence of the Chairperson of the Board, the Vice Chairperson of the Board shall preside at any meeting of the Members, the Board of Trustees, or the Executive Committee, and in the absence of the Chairperson of the Board and the Vice Chairperson of the Board at any such meeting, a temporary presiding officer shall be elected at the meeting. The Vice Chairperson of the Board shall perform such other duties as may be prescribed from time to time by the Board of Trustees.

Section 8. President. The President shall be the chief executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time. The President shall be entitled to attend all meetings of the Members and the Executive Committee and to receive notice of all such meetings, but the President shall not vote or be counted for the purpose of determining the presence of a quorum at any meeting of the Executive Committee unless said President has been duly appointed or elected thereto.

Section 9. Vice President. In the absence of the President or in event of the President's inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to such Vice President by the President or by the Board of Trustees.

Section 10. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, shall keep accurate records thereof and of all receipts and disbursements of the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation with such depository or depositories as shall be designated by the Board of Trustees. The Treasurer shall be charged with the disbursement of the funds of the corporation by check or otherwise. The Board of Trustees or the Executive Committee may authorize

any one or more of the officers or employees of the corporation, in addition to the Treasurer, to draw checks and to disburse the funds of the corporation under such terms and conditions as may be specified. All books, records, and vouchers shall be open for the inspection of any Trustee or Member, subject to federal and state laws and regulations. The Treasurer shall render to the Board of Trustees such reports as it shall request. At least once a year, and whenever requested by vote of the Board of Trustees, the Treasurer shall render a full and detailed account of all receipts and expenditures and submit a schedule showing all property and investments of the corporation and the changes, if any, since the Treasurer's last report. The Treasurer shall perform such other duties as may be directed from time to time by the Board of Trustees.

Section 11. Secretary. The Secretary shall keep the minutes of the meetings of the Members, the Board of Trustees and the Executive Committee of the Board of Trustees; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the address of each Member which shall be furnished to the Secretary by such Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Trustees. In the absence of the Secretary and an Assistant Secretary at any meeting, a secretary pro tempore shall be appointed by the presiding officer.

Section 12. Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or the Board of Trustees.

ARTICLE 9

Executive Committee of the Board of Trustees

Section 1. Executive Committee. At each annual meeting of the Board of Trustees, the Trustees shall elect the members of the Executive Committee by a vote of a majority of the Trustees in office.

Section 2. Membership Qualifications. The Executive Committee shall consist of: (a) the Chairperson and Vice Chairperson of the Board of Trustees, the Secretary, and the Treasurer, who shall serve as ex officio members of the Executive Committee; and (b) such number of other Trustees, who shall be appointed by the Board of Trustees, as the Board of Trustees may determine from time to time. If any member of the Executive Committee ceases to be a Trustee, such individual's membership on the Executive Committee shall also terminate.

Section 3. Vacancies on the Executive Committee. With respect to the members of the Executive Committee which are not ex officio members of such

committee, the Board of Trustees shall fill any vacancy on the Executive Committee at its first meeting after the vacancy occurs by election of a Trustee who shall hold office until the next annual meeting of the Board of Trustees.

Section 4. Meetings of the Executive Committee. The Executive Committee shall meet as often as it may deem necessary. Meetings shall be called at the direction of the Chairperson of the Board, or upon the written request, filed with the Secretary, of two or more of the other members of the Executive Committee. A majority of the Executive Committee shall constitute a quorum, and the vote of three members of the committee or a majority of those present, whichever is greater, shall be required to decide any question and take any action which may properly come before the meeting. Notice of a meeting of the Executive Committee 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 member of the Executive Committee at such member's residence or place of business. In all other cases, notice shall be deemed given when received.

Section 5. Powers of the Executive Committee. The Executive Committee shall have and may exercise all the powers vested in the Board of Trustees during the intervals between meetings of the Board of Trustees to the extent permitted by law, unless the Board of Trustees shall otherwise determine, and shall perform such other duties as may be directed from time to time by the Board of Trustees.

Section 6. Record and Reports. The Secretary shall keep accurate records of the proceedings at the meetings of the Executive Committee. The Secretary shall provide a copy of the records of each of such meetings to each Trustee and shall make such other reports as the Board of Trustees may require.

ARTICLE 10

Standing and Advisory Committees of the Board of Trustees

Section 1. Standing Committees. The members of the following standing committees shall be appointed by the Board of Trustees at each annual meeting to serve until the next annual meeting of the Board of Trustees and until new members of such committees are appointed:

1.1 Board Nominating Committee. The Board Nominating Committee shall be appointed from among the members of the Board of Trustees to make nominations for the election of officers and for the appointment of the standing committees of the Board of Trustees at the annual meeting of the Board of Trustees.

1.2 Audit and Finance Committee. The Audit and Finance Committee shall be responsible for overseeing corporate financial management functions, including investment and debt policies and transactions, recommending to the Board of Trustees changes in financial management policies, and nominating to the Board of Trustees the public accounting firm to be engaged to carry out the annual audit of the corporate financial position. In addition, the Audit and Finance Committee shall approve the hiring of the internal auditor and shall oversee the work of the internal auditor, including approval of annual audit plans and receipt of the reports resulting therefrom.

1.3 Personnel Committee. The Personnel Committee shall be responsible for reviewing and recommending to the Board of Trustees the personnel policies of the corporation, monitoring the development of effective affirmative action and safety programs, and annually reviewing the procedures followed during the annual salary review and examining the results of the salary adjustments.

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.

Section 2. Other Committees. The Board of Trustees may also establish such advisory or other committees for such terms and with such powers and duties as the Trustees may determine.

Section 3. Chairperson. One member of each committee shall be appointed chairperson of each committee by the Board of Trustees.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by the Chairperson of the Board unless otherwise provided in the resolution of the Board of Trustees appointing such committee.

Section 5. Quorum. Unless otherwise provided in these bylaws or the resolution of the Board of Trustees designating a committee, a majority of all members of a committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE 11

Indemnification

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.

The corporation may, in its discretion (but is not obligated in any way to), indemnify and advance expenses to an employee or agent of the corporation to the same extent as to a Trustee or officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its members or Trustees, in a contract, or in its Amended and Restated Articles of Incorporation.

Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

As used in this article, the following terms have the following meanings:

1.1 Act. The term "Act" means the Colorado Revised Nonprofit Corporation Act as it exists on the date this article is adopted and as the Colorado Revised Nonprofit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Colorado Revised Nonprofit Corporation Act after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term "Act" shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Colorado Nonprofit Corporation Act permitted prior to the amendment.

1.2 Trustee or Officer. The term "Trustee" or "officer" means: (a) a Trustee or officer of the corporation; and (b) while an individual is a Trustee or officer of the corporation, the individual is serving at the corporation's request as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust, other enterprise or employee benefit plan; and (c) any other position (not with the corporation itself) in which a Trustee or officer of the corporation is serving at the request of the corporation and for which indemnification by the corporation is permitted by the Act.

1.3 Proceeding. The term "proceeding" means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

Section 2. Limitation. Notwithstanding any other provision of this Article 11, during any period that the corporation is a "private foundation" within the meaning of Section 509 of the Code, or any corresponding provision of any future United States tax law, the corporation shall not indemnify any person from or against or advance to any person the cost of such expenses, judgments, fines, or amounts paid or necessarily incurred; nor shall the corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of Section 4941 of the Code, to be a taxable expenditure within the meaning of Section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent: (a) a court orders such indemnification, or (b) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE 12

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.

ARTICLE 13

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Revised Nonprofit Corporation Act or under the provisions of the Amended and Restated Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 14

Amendments to Bylaws

These bylaws may be amended at any regular or special meeting of Members, ~~duly called and held,~~ by athe vote of two-thirds of the Members voting. present at a ~~meeting at which a quorum is present.~~