

**Draft Minutes of the Second Annual Meeting of the Membership of the Consortium of Universities for the Advancement of Hydrologic Science, Inc.** (Held in Pacific Suite J of the San Francisco Marriott, San Francisco, California on 9 December 2002)

Participating were Representatives Fred Ogden (University of Connecticut), Upmanu Lall (Columbia University), Claire Welty (Drexel University), Jorge Ramirez (Colorado State University), Jeff Dozier (University of California, Santa Barbara), Bob Reedy (University of Texas Austin), Ken Potter (University of Wisconsin), Vijay Gupta (University of Colorado), Witek Krajewski (University of Iowa), Jeff Nieman (Pennsylvania State University), David Chandler (Utah State University), James McNamara (Boise State University), Steve Gorelick (Stanford University), Scott Tyler (University of Nevada Reno), John Wilson (New Mexico Tech.), Greg Pasternak (University of California, Davis), David Montgomery (University of Washington), Markus Hilpert (Johns Hopkins University), Jennifer Jacobs (University of Florida), Jim Shuttleworth (University of Arizona), Frank Schwarz (Ohio State University), Miguel Medina (Duke University), Jim Smith (Princeton University), Robyn Hannigan (Arkansas State University), Tom Meixner (University of California, Riverside), John Selker (Oregon State University), Emi Ito (University of Minnesota), Doug Kane (University of Alaska, Fairbanks), Laura Crossey (University of New Mexico), John Schade (Arizona State University), Chunmiao Zheng (University of Alabama), Bob Holt (University of Mississippi), Tom Piechota (University of Nevada, Las Vegas), Tony Cahill (Texas A&M), Gary Weissman (Michigan State University), Richele Allen-King (Washington State University), Fred Molz (Clemson University), Carolyn Ruppel (Georgia Tech University), Doug Alsdorf (University of California, Los Angeles), Praveen Kumar (University of Illinois), Randy Gentry (University of Tennessee), Alan Robock (Rutgers University), Christine Shoemaker (Cornell University), Kay Brubaker (University of Maryland), Yoram Rubin (University of California, Berkeley), attending but not voting were Marshall Moss and Richard Hooper.

The meeting was declared opened at approximately 6:40pm Pacific Standard Time and a roll call was taken, which resulted in 45 Representatives and Alternate Representatives being present and thus a quorum of the 65 University Members was achieved.

The first item on the agenda was the approval of the minutes of the previous meetings of the membership (meetings of 28 May 2002 and 18 August 2002). Fred Ogden moved and Jim Shuttleworth seconded to approve the minutes from the membership meetings on May 28, 2002 and August 18, 2002. The motion passed unanimously by acclamation.

The second item on the agenda was the election of new Member Universities. Miguel Medina moved and Scott Tyler seconded to approve the University of Miami, Northwestern University and the University of California, Irvine. The motion passed unanimously by acclamation.

The third item on the agenda was the election of new members of the Board of Directors. Robyn Hannigan moved and Frank Schwarz seconded to appoint:  
Yoram Rubin (University of California, Berkeley)  
Fernando Miralles-Wilhelm (University of Miami)  
Aaron Packman (Northwestern University)

James Famiglietti (University of California, Irvine)  
as members of the Board of Directors. Motion passed unanimously by acclamation.

The fourth item on the agenda was a change in appointment to the Board of Directors. Fred Molz moved and Randy Gentry seconded to appoint Robert Holt to replace Gregg Davidson as the member of the Board of Directors from the University of Mississippi. The motion passed unanimously by acclamation

The fifth item on the agenda was several amendments to the Bylaws of CUAHSI. The first of these dealt with changing all references in the bylaws to Foreign Affiliates to International Affiliates ([International Affiliates](#)). Jeff Dozier moved and Scott Tyler seconded to change all mention of Foreign Affiliates in the Bylaws to International Affiliates. Alan Robock asked why the need for the name change; foreign seems to be a good enough word for NSF and for the National Academy of Sciences. Frank Schwarz replied that the Advisory Committee on Foreign Affiliation thought the change would denote more respect. The motion passed unanimously by acclamation.

The second amendment was to change the membership fee for [Affiliate Members](#) from one half that of Member Universities to one quarter that of Member Universities. Robyn Hannigan moved and Bob Reedy seconded to make this change. John Wilson noted that there are no affiliate members at this time. Some wondered why reduce the amount. It was thought by the committee that some of the four year colleges, and non-governmental organizations that might fall into this category might be unable to find the \$1000 currently required by the bylaws. The motion passed with dissent, 40 ayes, 4 nays, and 1 abstention.

The third amendment was a clarification of procedures for [filling official vacancies](#). Jeff Dozier moved to approve the attached amendments, and Frank Schwarz seconded. The motion passed unanimously by acclamation.

The sixth item on the agenda was expressions of appreciation to Chris Duffy and Tom Meixner. Chris Duffy will complete his term on the Executive Committee at the close of the Board Meeting, and Tom Meixner has resigned his position as Secretary of the Corporation effective at the end of the Board Meeting. The membership gave Chris and Tom a heartfelt round of applause. The expression of appreciation is duly noted and appreciated. Membership also agreed that the President of the Corporation should prepare appropriate letters of appreciation for their valuable time and efforts in these positions.

The final item on the agenda was setting the meeting time of the next meeting of the membership. John Selker moved and Praveen Kumar seconded to have next annual meeting in December of 2003. Motion carried unanimously.

The meeting adjourned at 7:00pm PST.

## Item 5. Proposed changes to the Bylaws

*a. Change name of Foreign Affiliates to International Affiliates.* The Advisory Committee on Foreign Affiliation has requested that the official designation of affiliate members that are chartered outside the United States be changed from Foreign Affiliates to International Affiliates. The Executive Committee concurs with this change, which can only be implemented by making the following changes in the Bylaws requiring a two thirds vote of the Membership:

(Deletions are indicated by shading, and insertions by underlining)

Article II;

**Section 4. Foreign International Affiliation:** Institutions not chartered in the United States may be elected as Foreign International Affiliates for an indefinite term by the affirmative vote of two-thirds of the members of the entire Board of Directors or by a unanimous vote of the Executive Committee of the Board of Directors. The designated representative of each Foreign International Affiliate will be able to participate in all activities in the governance of CUAHSI other than serving on the Board of Directors or serving in a position specifically restricted to said Directors. The rights and privileges of Foreign International Affiliates with respect to participation in the scientific activities of CUAHSI will be according to policies established by the Board of Directors.

Article XI;

**Section 4. Liability:** The Consortium Members, Affiliates and Foreign International Affiliates are bound to each other by a duty of good faith in achieving the goals of the Corporation. Joint and several liability shall not attach to the Members, Affiliates and Foreign International Affiliates so that no Member, Affiliate or Foreign International Affiliate shall be responsible for the actions of another Member, Affiliate or Foreign International Affiliate. The Consortium Members, Affiliates and Foreign International Affiliates disclaim any liability for consequential, indirect, incidental, or special damages.

Article XI;

**Section 5. Disclaimer of Warranties:** The Consortium Members, Affiliates and Foreign International Affiliates disclaim any express or implied warranties, including without limitation any warranty against infringement of intellectual property rights or any implied warranty for merchantability and fitness for a particular purpose, to each other, to any agency and to third parties for actions, omissions, products, non-conformities, defects, liabilities, or infringement arising out of the activities of the corporation.

*b. Change the membership fee for Affiliate Members from one half that of Member Universities to one quarter that of Member Universities*

To facilitate official participation in the Consortium of four-year non universities and colleges that do not offer advanced degrees in hydrologic science, the Executive Committee recommends that the membership fee for Affiliate Members be reduced from one half that of Member

Universities to one quarter that of Member Universities. To do so requires the following change in Bylaws:

Article II;

**Section 3. Affiliation:** Research institutions and other not-for-profit organizations in the United States that are engaged in hydrologic science and closely related fields, but that do not otherwise qualify for CUAHSI membership, may be elected as Affiliates for an indefinite term by the affirmative vote of two-thirds of the members of the entire Board of Directors or by a unanimous vote of the Executive Committee of the Board of Directors. The designated representative of each Affiliate will be able to participate in all activities in the governance of CUAHSI other than serving on the Board of Directors or serving in a position specifically restricted to said Directors. The rights and privileges of Affiliates with respect to participation in the scientific activities of CUAHSI will be according to policies established by the Board of Directors. Affiliates will be assessed an initial membership fee set at one half quarter of the then current fee for regular membership.

*c. Clarification of procedures for filling official vacancies*

Section 9 of Article VI of the CUAHSI Bylaws states “***Vacancies:*** *Any vacancy in any office may be filled for the unexpired portion of the term of such office by the Board of Directors.*” as the procedure for filling vacancies created by the incapacity of any officer of the Corporation; the Bylaws do not offer any direction on filling such vacancies on the Board’s Executive Committee. The Executive Committee recommends that the following changes to the Bylaws be adopted by the Membership to clarify the procedures for filling official vacancies:

- (1). That the wording of Section 9 of Article VI be replaced by the following:

***Vacancies.*** *Any vacancy in any office of the Corporation may be filled on an interim basis until the next Annual Meeting of the Membership by a majority vote of the Executive Committee of the Board of Directors. If a quorum of the Executive Committee cannot be obtained to fill such vacancies, the vacancies can only be filled by a special election of the Membership.*

- (2). That Sections 3, 4, 5, and 6 of Article VII of the current Bylaws be renumbered as Sections 4, 5, 6, and 7, respectively, and that a new Section 3 of Article VII be added as follows:

***Vacancies of membership of the Executive Committee.*** *Any vacancy in the membership of the Executive Committee may be filled on an interim basis until the next Annual Meeting of the Membership by a majority vote of the Executive Committee of the Board of Directors. If a quorum of the Executive Committee cannot be obtained to fill such vacancies, the vacancies can only be filled by a special election of the Membership.*