

UNIVERSITY OF COLORADO BOULDER  
CONFERENCE ON WORLD AFFAIRS

BYLAWS

November 23, 2015  
(amended March 20, 2018)

I. Preamble

A. These bylaws are intended to provide a structure for the orderly operation of the CWA Board. Some provisions are derived from the CWA Governance Structure, developed in summer 2015 by the CWA Strategic Planning Committee and approved by the Chancellor. Other provisions were developed using models from other local nonprofit Boards.

II. Name and Purpose of Board

A. Name: Board of the Conference on World Affairs.

B. Authority: The Board may make determinations with respect to policy and strategy, consistent with the Conference Strategic Plan and policies and procedures of the University. In the event the Board determines that amendments to the Conference Strategic Plan are necessary or appropriate, it may recommend amendments, which may be approved or disapproved by the Chancellor's Office, in its sole discretion. Ultimately, the Chancellor's Office (or its designee) shall have sole discretion to approve and amend the Board's bylaws.

C. Limitations on Authority:

1. The Board may make recommendations to the Faculty Director respecting the Conference Staff, including providing performance input if requested by the Faculty Director, but the Board will have no authority to determine the hiring, number, reporting relationship, performance evaluation, compensation, discipline, or firing of any Conference Staff or the Faculty Director.
2. The Board will make recommendations to the Faculty Director respecting the Conference's budget and will manage a Fundraising Committee, but the Board will not have authority to make final budget, financial, or expenditure determinations respecting the Conference, which remain within the sole discretion of the Faculty Director and Chancellor's Office.
3. The Board will make all of its decisions consistent with state law and the University's policies and procedures including, without limitation, policies and procedures respecting risk management and governance of the University, as promulgated by the Chancellor's Office, the Regents, or their authorized representatives, from time to time. The Faculty Director, in conjunction with appropriate University departments, shall have sole discretion to determine whether a determination of the Board complies with this subsection.

III. Organization and Administration

A. Membership, selection, and terms:

1. The four Community (i.e. non-CU) members of the Board shall include the Community Chair with the three remaining members elected from the Program Committee and the Boulder community.

2. In the event that the Community Chair is vacated, the Nominating Committee shall call an election to replace the Community Chair with immediate effect.
3. CU-affiliated members of the Board (defined below) are to be appointed by the Chancellor or designee and shall include the Director.
4. The five CU-affiliated members of the Board shall include the CWA Director and a CU student. The remaining CU-affiliated members shall be current faculty or staff serving at least half time on the CU-Boulder campus.
5. The Board shall establish a Nominating Committee which shall set the time, place, and manner of the election of Community Board members, consistent with the CWA Governance Structure, as amended.
6. In the event of an unplanned Board vacancy the vacant seat shall be filled on an interim basis by an otherwise eligible individual appointed by the Chancellor or designee (in the case of a CU-affiliate) or the Community Chair (in the case of a community member).
7. If a Board member has a conflict of interest with respect to a matter before the Board the Member is expected to recuse him/herself from the proceeding. In the event of questions about apparent conflicts of interest the Chair shall make a determination. If the Chair has an apparent conflict, and declines to recuse him/herself, the remaining Board members shall make the conflict determination (5 votes required to recuse).
8. Compensation — None.
9. *Ex Officio* members of the Board shall include a representative from the CU Advancement Office, the CWA Director of Operations, and a representative from Continuing Education. These members are invited to observe the proceedings and may request to place items on the Board's agenda.
10. Any member of the Board except the Director and the Community Chair may be removed from the Board by a vote of six members.

B. Meetings:

1. Board meetings shall be held on at least a quarterly basis.
2. A meeting of the Board may be called by the Faculty Director, the Board Chair, or a quorum of Board members.
3. Notice of meetings shall be transmitted to Board members at least two weeks advance
4. The attendance of five or more members of the Board at a meeting duly noticed and called shall constitute a quorum.
5. Voting
  - a) Unless otherwise specified in the Bylaws, the decisions of the Board shall be made by majority rule.
  - b) Voting shall be by roll call, or anonymous at the request of any Board member
  - c) No proxy or absentee voting shall take place.
6. Participation in Board meetings by electronic means will be facilitated.
7. Meetings of the Board shall be open to the public, and the first 15 minutes shall be reserved for public comment.
8. Agenda
  - a) Set by the Chair, after inviting input from Board members; any 2 Board Members can require that an item be placed on the agenda.
  - b) Best effort should be made to distribute meeting agendas at least 5 days in advance of the meeting and posted on the CWA website at that time.

9. Board meetings shall follow Robert's Rules of Order. However, the Board may adopt modifications or additions to these rules.
10. Action may be taken by the Board without a meeting (e.g. by e-mail) unless two Board members lodge an objection.
11. Minutes of Board meetings shall be distributed to Board members within 5 days, and made public as soon as is practicable.

#### IV. Officers, Selection, and Terms:

- A. Chair: The Chair shall be elected by the Board from among its members for a 1-year term. The position is not term-limited except by the term limit of the individual's position on the Board.
  1. If the Chair is vacated temporarily or permanently, the Vice-Chair shall assume the Chair's responsibilities until the Chair returns or a new Chair is named.
- B. A Vice-Chair shall be elected by the Board and shall be drawn from the Community members of the Board if the Chair is CU-affiliated, and from the CU members of the Board if the Chair is a member of the Community (i.e., not CU-affiliated).
- C. A Secretary shall be designated by the Chair.
- D. Duties – The Chair shall call the meetings of the Board, compile an agenda, and make rulings on procedural questions. The Vice Chair shall perform the duties of the Chair if the Chair is unable to participate. The Secretary shall distribute and post the Board agenda and compile and distribute the Board minutes.
- E. Removing an Officer requires the approval of at least six Board members, with the vacant position being filled following the normal procedure.

#### V. Standing and Other Committees:

- A. The Board shall have a Fundraising Committee.
- B. The Board shall establish a Nominations Committee responsible for setting the time, place, and manner of Board elections and recruiting candidates.
- C. The Board may create standing and ad-hoc committees by majority vote as needs arise.
- D. The Board will appoint the members of the committees by majority vote.
- E. The Board may invite non-Board members to sit on its standing and ad-hoc committees.

#### VI. The Bylaws of the Board will take effect with the support of six Board members.

Amendments to the bylaws must be approved by 2/3 of members present and voting.

#### VII. Records, reports, and official actions

- A. The Board shall keep minutes of its proceedings, said minutes should be distributed to members within a week, and approval of minutes should be sought at the next regular Board meeting.
- B. Financial reporting to the Board should take place at least quarterly, or by Board member request at the next regularly-scheduled meeting.