

**THE UNIVERSITY OF WYOMING
MINUTES OF THE TRUSTEES**

February 10, 1983

**For the confidential information
of the Board of Trustee**

THE UNIVERSITY OF WYOMING

Minutes of the Trustees
February 10, 1983

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THE UNIVERSITY OF WYOMING

Minutes of the Trustees
February 10, 1983

A special meeting of the Trustees of the University of Wyoming was called to order by President Quealy at 4:17 p.m. on February 10, 1983, in the Board Room of Old Main.

ROLL CALL

The following Trustees were in attendance: Brodrick, Coulter, McCue, Mickelson, Miracle, Quealy, Updike, and ex officio members Veal, Simons, and Eisenhauer. Trustee members Chapin, Gillaspie, Nolan, Sawyer, Smith, and ex officio member Herschler were absent. Allan Spitz, Vice President for Academic Affairs; Robert A. Jenkins, Acting Vice President for Research; William G. Solomon, Special Assistant to the President; Jan Kummerfeldt, Chairperson of the Staff Council; and Patricia Linenberger, Chairperson of the Faculty Senate, were present from the University.

APPROVAL OF MINUTES

President Quealy asked if there were any corrections or additions to the minutes of January 22, 1983. There no corrections or additions and Mr. Quealy declared the minutes approved as circulated.

2-10-83

COOPERATIVE AGREEMENT
WITH THE U.S. DEPARTMENT
OF ENERGY

President Quealy reported
that the Trustees, meeting

in a Committee of the Whole, had discussed the proposed
Cooperative Agreement with the U.S. Department of Energy and other
related matters concerning the transfer of the Laramie Energy
Technology Center to the University. Based on the Committee's
recommendation, Mr. Miracle moved that President Veal be
authorized to execute the Cooperative Agreement. The motion was
seconded by Mr. McCue, and it carried.

Further, upon the Committee's recommendation, Mr. Mickelson
moved adoption of the following Articles of Incorporation for the
University of Wyoming Research Corporation. The motion was
seconded by Mr. Brodrick, and it carried.

ARTICLES OF INCORPORATION

OF

THE UNIVERSITY OF WYOMING RESEARCH CORPORATION

(A Nonprofit Corporation)

The undersigned Donald L. Veal, acting as
incorporator of a nonprofit corporation organized under
Wyoming Statutes (1977) §§17-6-101 to 17-6-117, as
amended, hereby executes and verifies the following
Articles of Incorporation:

1. Name. The name of the corporation is THE
UNIVERSITY OF WYOMING RESEARCH CORPORATION.

2. Term of Existence. The corporation shall have
perpetual existence.

3. Purpose.

(a) The corporation is organized exclusively for
educational and scientific purposes within the meaning of
Section 501(c)(3) of the Internal Revenue Code of 1954,
or the corresponding provisions of any future United
States Internal Revenue Law. To the extent not
inconsistent with those purposes, the corporation shall

have all powers prescribed by the nonprofit corporation law of the State of Wyoming, including all powers necessary or incidental to the fulfillment of the purposes of the corporation, and may engage in any activity not prohibited by the laws of the United States or the State of Wyoming. The general nature of the purposes, powers, and activities of the corporation shall include, but not be limited to, the following:

(1) To further the educational, research, developmental, and public service objectives of the University of Wyoming by receiving and channeling gifts, grants, contracts, services, equipment, and income for the use and/or benefit of the University of Wyoming, and to aid, directly or indirectly, the University of Wyoming in fulfilling its educational, research, developmental, and public service purposes.

(2) To conduct interdisciplinary research and development activities for government agencies, public and private foundations, other colleges and universities, and/or other entities or persons both corporate and individual.

(3) To complement the basic and/or applied research activities currently or more appropriately assigned to the University of Wyoming.

(4) To disseminate and exchange scientific knowledge and information through technical reports, journal publications, symposia, workshops, short courses, and scientific meetings.

(5) To solicit, receive, and utilize funding from federal, state, and local government sources, as well as from the private sector, in support of the aforementioned research and development objectives.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) No substantial part of the activities of the corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in

or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributed to, any of its directors, officers, or other private individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation in carrying out one or more of its purposes.

4. Management. The affairs and management of the corporation shall be under the control of a Board of Directors consisting of not less than three (3) nor more than fifteen (15) members, as the Bylaws of the corporation may from time to time provide.

5. Stock. The corporation shall issue no capital stock, and it shall be a non-membership corporation, governed as stated above.

6. Initial Registered Office/Agent. The address of the corporation's initial registered office is Room 408, Old Main, University of Wyoming, Laramie, Wyoming 82071; and the name of its initial registered agent at such address is Dr. Robert A. Jenkins.

7. Initial Directors. The names and addresses of the initial Directors, who shall serve in such capacity until their successors are appointed and take office in accordance with the Bylaws of the corporation, are as follows:

7

_____	_____
_____	_____
_____	_____
_____	_____

8. Distribution of Assets on Dissolution. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision for the

payment of all of the liabilities of the corporation, transfer all of the assets of the corporation to the University of Wyoming, provided that the University of Wyoming shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the State District Court of Albany County, Wyoming, exclusively for the educational and scientific purposes of the corporation, or to such organization or organizations as the Court shall determine which are organized and operated exclusively for such purposes.

9. Incorporator. The name and address of the incorporator is Donald L. Veal, P. O. Box 3434, University Station, Laramie, Wyoming 82071.

IN WITNESS WHEREOF, I have hereunto set my hand, this _____ day of _____, 1983.

Incorporator

* * *

THREE TRUSTEES ELECTED
TO SERVE AS DIRECTORS
OF UW RESEARCH CORPORATION

President Quealy said that
three Trustees would be

3-10-87
elected to serve as initial Directors of the University of Wyoming Research Corporation. On a call for nominations, Mr. Mickelson nominated David W. "Bud" Updike, Mr. McCue nominated Gordon M. Mickelson, and Mr. Miracle nominated Donald E. Chapin. Mr. Coulter moved, Mr. Miracle seconded, and it carried that the nominations cease. Mr. Brodrick moved that Trustees Updike, Mickelson, and Chapin be elected by acclamation to serve on the initial Board of Directors of the University of Wyoming Research Corporation. The motion was seconded by Mr. Coulter, and it carried.

RESOLUTION

Mr. Updike moved approval
of the following resolution:

WHEREAS, Mr. Roger Wilmot, Assistant Vice President for Research and Graduate Studies at the University of Wyoming, has recently suffered the loss of his father; and

WHEREAS, for many years Roger has served the University of Wyoming with unselfish dedication;

NOW, THEREFORE, BE IT RESOLVED:

That the Trustees of the University of Wyoming extend deep and sincere condolences to Roger and his family on the recent tragic death of his father, Raleigh Wilmot. All at the University of Wyoming share in the sorrow of his loss.

The motion was seconded by Mr. Coulter, and it carried.

DATE OF NEXT MEETING
AND ADJOURNMENT

President Quealy announced
that the next meeting of

the Trustees would convene at 8:30 a.m. on February 11, 1983, in the Wind River Room of the School of Extended Studies and Public Service, for the purpose of providing a hearing on the proposed award of the contract for construction of the Fieldhouse North Addition, Multi-Purpose Gymnasium, and Fieldhouse Synthetic Floor projects.

There being no other business to come before the Trustees, President Quealy declared the meeting adjourned. After the meeting was adjourned, the Trustees went into executive session. No action was taken.

Respectfully submitted,

Karleen B. Anderson
Karleen B. Anderson
Deputy Secretary

Feb. 11, 1983

Feb. 15, 1983

March 19, 1983

May 14, 1983