

By-Laws of the Southern California Earthquake Center (SCEC)

Effective August 5, 2022

PREAMBLE

The By-Laws of the Southern California Earthquake Center (SCEC) are adopted by the Board of Directors for the purpose of conducting SCEC business in a collegial manner. They should not be construed as overriding the standard responsibilities and prerogatives of Principal Investigators or their respective institutions. However, situations and issues may arise for which resolution through standard procedures cannot be achieved. Consequently, if the Center Director, Co-Director, and the Board of Directors are unable to reach agreement on a given issue, the Center Director will retain ultimate authority to make and implement decisions on Center programs and policies that relate to their role as Principal Investigator on formal Center grants and contracts. These By-Laws supersede those adopted by SCEC upon its founding on February 1, 1991, revised in February 1996, March 2002, February 2007, July 2010, February 2012, September 2014, February 2017, June 2018, and April 2020.

ARTICLE I

Name

Section 1. The name of the Center is the Southern California Earthquake Center.

ARTICLE II

Member Institutions

Section 1. Core Institutions. The following named institutions shall be Core Institutions:

- California Geological Survey
- California Institute of Technology
- Columbia University
- East Los Angeles College
- Harvard University
- Lawrence Livermore National Laboratory
- Massachusetts Institute of Technology
- Pasadena City College
- San Diego State University
- San Diego Supercomputer Center
- Stanford University
- Texas A&M University
- United States Geological Survey, Golden (liaison member, non-voting)
- United States Geological Survey, Menlo Park (liaison member, non-voting)
- United States Geological Survey, Pasadena (liaison member, non-voting)
- University of California, Los Angeles
- University of California, Riverside
- University of California, San Diego

University of California, Santa Barbara
University of California, Santa Cruz
University of Memphis
University of Nevada, Reno
University of Southern California (lead institution)

Section 2. Obligations and Responsibilities of Core Institutions. A Core Institution is obligated to allocate a minimum of \$35,000 annually to support their own personnel and students in earthquake research, education and outreach, and other activities that align with the Center's mission. Core Institutions are expected to contribute a significant level of effort (both in personnel and activities) to the Center's programs. Each Core Institution shall appoint an *Institutional Representative* to serve on the Board of Directors, following the selection guidelines in Article II, Section 8.

Section 3. Addition of Core Institutions. Any academic or government organization may apply for Core Institution status by submitting a letter signed by an appropriate office (for example, Dean or department chair) that includes (a) a statement on earthquake science research, education, and/or outreach at the institution, (b) a plan to allocate a minimum of \$35,000 annually to support personnel and students at the institution in activities that align with the Center's mission, (c) a list of interested personnel at the institution that would participate in Center activities, (d) a description of the institution's commitment to improving diversity in STEM and in particular in geosciences, and (e) the name of the designated Institutional Representative. Institutions that meet the requirements specified in Article II, Section 2 may become Core Institutions by a two-thirds affirmative vote by the voting members of the Board of Directors.

Section 4. Removal of Core Institutions. Any Core Institution may resign as a Core Institution at any time by giving written notice from the appropriate Dean, Office Chief, or higher officer to the Board of Directors. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein. Any Core Institution may be removed by a two-thirds affirmative vote by the voting members of the Board of Directors. Any Core Institution that fails to provide a qualified Institutional Director within six months or make an approved Alternate Member appointment shall be removed as a Core Institution.

Section 5. Participating Institutions. In addition to Core Institutions, SCEC membership shall be open to *Participating Institutions* upon application. Eligible institutions shall include any organization (including profit, not-for-profit, domestic, or foreign) involved in a Center-related research, education, or outreach activity. Participating Institutions do not necessarily receive direct support from the Center. Each Participating Institution (through an appropriate official) shall appoint a qualified *Institutional Representative*, following the selection guidelines in Article II, Section 8, to facilitate communication and coordination with the Center. The interests of Participating Institutions shall be represented on the Board of Directors by two Directors At-Large, elected as specified in Article III, Section 6.

Section 6. Election of Participating Institutions. Any institution may apply for Participating Institution status by submitting a letter signed by an appropriate office (for example, Dean or department chair) that includes (a) a statement on earthquake science research, education,

and/or outreach at the institution, (b) a list of interested personnel at the institution that would participate in Center activities, (c) a description of the institution's commitment to improving diversity in STEM and in particular in geosciences, and (d) the name of the designated Institutional Representative. Election to the status of Participating Institution requires a majority affirmative vote of the voting members of the Board of Directors.

Section 7. Removal of Participating Institutions. Any Participating Institution may resign at any time by giving written notice to the Center Director. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein. The status of Participating Institution may be withdrawn by a two-thirds affirmative vote of the voting members of the Board of Directors. Any Participating Institution that fails to provide a qualified Institutional Liaison for a period exceeding one year shall be removed as a Participating Institution.

Section 8. Selection and Responsibilities of Institutional Representatives. Each Core and Participating Institution shall designate an *Institutional Representative*, from among their current faculty or staff, who will actively engage in the Center's research, education, and/or outreach activities. The Center is committed to supporting and broadening participation of underrepresented groups within the SCEC community and leadership positions; and to providing a safe, productive, and welcoming environment for all participants. Therefore, all *Institutional Representatives* are expected to abide by, support, and promote these values when engaging in Center programs and activities. If at any time the current *Institutional Representative* is unable to fulfill their responsibilities, the Center reserves the right to request the designation of an alternative *Institutional Representative*.

Section 9. Current Roster of Core and Participating Institutions. The current list of Core and Participating Institutions shall be public and maintained accessible online.

ARTICLE III

Board of Directors

Section 1. Powers. The management of the affairs of the Center is vested in the Board of Directors. The Board of Directors shall have power to authorize action on behalf of the Center, make such rules or regulations for its management, create such additional offices or special committees, and select, employ or remove such of its officers, agents or employees as it shall deem best. The Board, in consultation with the lead core institution, appoints the Center Director, Co-Director, and other senior leadership positions in the Center by a majority vote. The Board, in consultation with the lead core institution, may remove the Center Director, Co-Director, and other senior leadership positions in the Center by a two-thirds affirmative vote of the voting members of the Board. The Board's authority reflects the collaborative endeavors of the Center and its decisions serve the mission of the Center and interests of the institutions and the community that it represents. The Board members are intended to represent the interests of the collaboration in matters of governance. Simultaneously, the Director and Co-Director serve as Principal Investigators and maintain the roles of management of grants or other contracts that support the Center.

Section 2. Composition. The Board of Directors shall be composed of Institutional Directors from each of the Core Institutions and two Directors At-Large.

Section 3. Leadership. The Board will be led by a Chair and Vice-Chair elected by the voting members of the Board with the procedure described in Article VII which is approved, and may be amended, by the Board of Directors. The Chair and Vice-Chair will serve for three-year terms and be responsible for facilitating the business of the Board, and their authority reflect that of the Board. The Chair and Vice-Chair of the Board are expected to work in coordination with the Director, Co-Director, and other SCEC leadership in guiding the operations and directions of the Center. In the absence of the Chair, the Vice-Chair will assume leadership of the Board.

Section 4. Voting Privileges. Core Institutional Directors and Directors At-Large will have voting privileges for all matters considered by the Board, and will be referenced as the “voting membership of the Board.” The Director, Co-Director, Managing Coordinator, USGS Institutional Directors, and other liaison members so designated by the Board will not have voting privileges.

Section 5. Appointment of Core Institution Directors. The *Institutional Representative* from each Core Institution shall be appointed as an Institutional Director on the Board of Directors. The Institutional Directors from the U.S. Geological Survey offices shall serve in a non-voting liaison capacity, as specified in Article III, Section 4.

Section 6. Appointment of Directors At-Large. Two *Directors At-Large* shall be elected from a slate proposed by the Center Director and a majority affirmative vote by the voting members of the Board of Directors. Participating Institutions will nominate candidates for Directors At-Large to the Center Director by a process approved by the Board of Directors.

Section 7. Term of Office, Core Directors. Each Institutional Director of the Board of Directors shall continue in office until a successor is appointed by the relevant officer of the Core Institution as specified in Article II Section 8; or until their institution is removed from the list of Core Institutions.

Section 8. Term of Office, Directors At-Large. Each Director At-Large shall serve a term of up to three years and may be re-elected. The term of a Director At-Large may be terminated at any time by a majority vote of the voting members of the Board of Directors.

Section 9. Resignation, Core Directors. Any Institutional Director may resign at any time by giving written notice to the Chair of the Board of Directors and the appropriate academic dean or USGS official. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein. Upon resignation of an Institutional Director, the Core Institution shall appoint a new Institutional Director within 30 days, or resign as a Core Institution.

Section 10. Resignation, Directors at Large. Any Director At-Large may resign at any time with written notice to the Chair of the Board of Directors. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein. Upon resignation of a Director At-Large, the Board of Directors shall elect a new Director At-Large within 30 days.

Section 11. Alternate Directors. Any Core Institution Director may appoint for a specified time interval (not to exceed one year) an Alternate Director from the same Core Institution to substitute for the Core Institution Director in all activities during that interval. Such

appointments must be transmitted in writing to the Chair of the Board of Directors before taking effect.

Section 12. Salary Compensation. There shall be no salary compensation from Center funds for Institutional Directors and Directors-At-Large. The Center Director, Co-Director, and Vice-Chair of the Science Planning Committee may receive salary compensation from Center funds at a level approved by the Board and commensurate with administrative activities carried out on behalf of the Center.

ARTICLE IV

Meetings of the Board of Directors

Section 1. Annual Meeting. The Board of Directors shall hold at least one annual Board meeting at a time convenient for all members of the Board for the purpose of conducting center business. The Director and Co-Director will be invited to participate as non-voting members at all meetings of the Board of Directors except when the Board is in executive session.

Section 2. Special Meetings. Special meetings of the Board of Directors, either in person or by teleconference, may be called by the Chair or Vice-Chair of the Board at any time. It is expected that the Board will meet periodically to conduct its business, and as needed to support the Director and Co-Director in the operations of the Center.

Section 3. Place of Meetings. The Chair of the Board of Directors shall designate the place of the annual Board meeting or any special meeting, in the notice of meeting or waiver of notice thereof.

Section 4. Notice of Meetings. Written notice of a meeting of the Board of Directors shall be given to each Director by an officer directed by the Chair of the Board of Directors no less than five days before the date fixed for the meeting. When a meeting is adjourned to another place or time, no notice of the adjourned meeting place or time shall be necessary if the time and place are announced at the meeting at which the adjournment is taken.

Section 5. Participation by Teleconference. In any meeting of the Board of Directors or any committee thereof, any one or more Directors or members of any such committee may participate by means of a teleconference allowing all persons participating in the meeting to hear and/or see each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. Quorum. Except otherwise expressly required by law or these By-Laws, at all meetings of the Board of Directors or of any committee thereof, a majority of the Directors or members of such committee then serving in such position shall constitute a quorum. Majority shall be based on the voting membership of the Board of Directors as defined in Article III, Section 4. If a quorum is not present, a majority of the Directors present may adjourn the meeting without notice other than by announcement at said meeting until a quorum is present. At any duly adjourned meeting when a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Executive Sessions. The Board of Directors may, at the direction of the Chair of the Board of Directors, meet in executive session. At such an executive session, the meeting will be open only to Institutional and At-Large Directors, and other persons specifically invited by the Chair or Vice-Chair of the Board of Directors.

Section 8. Voting. Each voting member of the Board of Directors, as defined in Article III, Section 4, shall be entitled to one vote. Except as otherwise expressly required by these By-Laws, all matters shall be decided by the affirmative vote of a majority of the voting membership of the Board of Directors, if a quorum is then present. All votes during in-person or teleconference meetings shall be by voice vote, however votes may also be held via email or online survey. Each Director's vote will be known to all members of the Board, unless two members request a secret ballot; in this case each Director's vote will only be known to the Chair, Vice Chair, and Managing Coordinator of the Board. Votes pertaining to elections are governed by Article VII.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof, may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action.

ARTICLE V

Officers

Section 1. Officers and Qualifications. The officers of the Center shall consist of a Center Director, a Co-Director, a Chair and Vice-Chair of the Board of Directors, a Vice-Chair of the Science Planning Committee, Center staff listed in Sections 6-9 of this Article, and other such officers as the Board of Directors may from time to time establish, deem qualified and appoint.

Section 2. Center Director. The *Center Director* is the Chief Executive Officer of the Center. Candidates shall be nominated by the lead core institution and elected by the voting members of the Board of Directors. It shall be their duty, insofar as the facilities and funds furnished to them by the Center permit, to see that the orders and votes of the Board of Directors and the purposes of the Center are carried out. The Center Director is a management role, while the role of the Board of Directors is restricted to governance. They must be a member at one of the Center's Core Institutions and shall be the Principal Investigator on all proposals submitted by the Center to external agencies, except those delegated by the Director to the Co-Director or Executive Director for Applied Science. The Center Director is the Center's official liaison to the rest of the world and, specifically, to the funding agencies. The Center Director will be the principle person for dealing with questions and concerns raised by members of the Center or from the outside. As Chair of the Executive Committee of the Center, they shall call and preside at all its meetings. He or she shall perform other such duties and exercise other such powers as assigned by the Board of Directors. The Center Director shall have final authority for the Center program, budget and financial obligations of the Center. The Center Director oversees, in consultation with the Co-Director and the Board, the implementation of the Science Plan for the Center and will maintain day-to-day oversight of Center operations. The Director and Co-Director will be regularly reviewed by the Board of Directors as specified in Article VI, Section 3.

Section 3. Center Co-Director. The *Co-Director* of the Center will assist the Center Director in all his or her duties. They shall be nominated by the Center Director and elected by the Board of Directors. The term of the Co-Director shall be established at the time of election. They will serve as Center Director in the event the Director is removed or otherwise unable to fulfill their responsibilities. The Co-Director will serve as Chair of the Science Planning Committee and a member of the Executive Committee of the Center. The Center Director may delegate other responsibilities to the Co-Director as required for proper operation of the Center, including Principal Investigatorship of special projects.

Section 4. Chair and Vice-Chair of the Board of Directors. The Board of Directors will elect a *Chair and Vice-Chair* from among its members. The Chair and Vice-Chair will facilitate the business of the Board as outlined in Article III, and serve as members of the Executive Committee of the Center. Chairs of standing committees of the Board will report to the Chair of the Board. The Vice-Chair will serve as Chair of the Board in the event the Chair is removed or otherwise unable to fulfill their responsibilities. The Chair and Vice-Chair of the Board of Directors shall also serve as members of the Executive Committee of the Center.

Section 5. Vice-Chair of the Science Planning Committee. The *Vice-Chair* of the Science Planning Committee will assist the Chair of the Science Planning Committee in the formulation of the annual SCEC science program. Candidates shall be nominated by the Center Director in consultation with the Co-Director and elected by the Board of Directors. The term of the Vice-Chair of the Science Planning Committee shall be established at the time of election. The Center Co-Director may delegate various responsibilities to the Vice-Chair as required for proper operation of the Science Planning Committee. The Vice-Chair shall serve as Acting Chair in the absence of the Chair of the Science Planning Committee-and as a member of the Executive Committee of the Center.

Section 6. Executive Director for Applied Science. The *Executive Director for Applied Science* shall be nominated by the Center Director and confirmed by a vote of the Board of Directors. They shall manage science activities in the externally funded Center special projects in their area of expertise and to coordinate such activities with the Science Planning Committee. They shall report to the Center Director and Co-Director, serve as a voting member of the Science Planning Committee, and serve as a member of the Executive Committee of the Center.

Section 7. Associate Director for Science Operations. The *Associate Director for Science Operations* is the senior staff person to the Science Planning Committee, the Center Director, and the Co-Director. They shall be nominated by the Center Director and confirmed by a vote of the Board of Directors, and report to the Director and Co-Director. The Associate Director for Science Operations shall oversee operations of the Center to implement science priority objectives as determined by the Science Planning Committee and Board of Directors, and perform such other duties as assigned by the Center Director and Co-Director. They shall be a member of the Executive Committee of the Center.

Section 8. Associate Director for Communication, Education and Outreach. The Center Director shall nominate an *Associate Director for Communication, Education, and Outreach* (CEO). The nominee will be confirmed by a vote of the Board of Directors. The Associate Director for CEO shall report to the Center Director and Co-Director and oversee the Center programs in

communication, education, and outreach. They shall be a member of the Executive Committee of the Center.

Section 9. Associate Director for Information Technology. The *Associate Director for Information Technology* shall be nominated by the Center Director and confirmed by a vote of the Board of Directors. They shall have oversight of Center information technology, including the software standards for data structure and model interfaces. They shall report to the Center Director and Co-Director and shall coordinate the Center's research computing activities, supervise software engineering staff, and support Center research. They shall be a member of the Executive Committee of the Center.

Section 10. Managing Coordinators. To support the Board of Directors, Executive Committee of the Center, Science Planning Committee, and the Advisory Council, a *Managing Coordinator* shall be appointed by the Board of Directors for each aforementioned standing committee. The Managing Coordinators shall be nominated by the Center Director and Co-Director from among the other Center officers. The Managing Coordinator shall support communication between the Center Director, Co-Director, Board of Directors, and standing committees of the Center. They shall give notice of upcoming meetings, support the development of meeting agendas, maintain summaries of discussions and record official actions by the standing committee they support. The Managing Coordinator shall be responsible for maintaining the standing committee membership roster and assist in the onboarding of new members. The Managing Coordinator shall generally support the standing committee in conducting its business and completing action items.

Section 11. Term of Office. The terms of office for the Center as outlined in this Article, Sections 2 through 9, shall be established at the time of election. In no case shall the term of office be more than 5 years without formal re-election.

Section 12. Other Associate Directors. Other Associate Directors may be established through nomination by the Center Director for specific activities of the Center and approval by the Board.

Section 13. Resignation of Officers. Any officer may resign at any time by giving written notice to the Center Director. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein.

Section 14. Vacancies of Officers. Any vacancy in any office may be filled for the unexpired portion of the term of such office with approval of the Board of Directors following the procedures from Article VII.

Section 15. Removal of Officers. The Board of Directors, in consultation with the lead institution administration and sponsoring agencies, may remove the Center Director or Co-Director by a two-thirds affirmative vote of all voting members of the Board of Directors. The Board Chair or Vice-Chair may be removed at any time by a two-thirds affirmative vote of all voting members of the Board of the Directors. All other Center officers may be removed at any time by a majority vote by all voting members of the Board of Directors.

ARTICLE VI

Standing Committees

Section 1. Establishment of Committees of the Board of Directors. Committees of the Board of Directors may be established for specified terms. Actions by the Board of Directors to create Committees shall specify the scope of Committee activity. Members of temporary committees shall be appointed by the Chair of the Board of Directors. If the Chair is conflicted or otherwise unavailable, the Vice-Chair of the Board will act in his or her stead. The members of standing committees, from Section 2 through 5 of this Article, shall be appointed by the Board of Directors. Committees may not set policy nor take binding action nor publish Center documents without the consent of the Board of Directors. Committees may not create or appoint Subcommittees without consent of the Board of Directors.

Section 2. Executive Committee of the Center. The Board of Directors shall establish an *Executive Committee* of the Center to perform the day-to-day business of the Center. The powers of the Executive Committee shall be established by a two-thirds affirmative vote of the entire Board. All actions taken by the Executive Committee must be reported to the full Board within ten business days. The Executive Committee shall consist of the Officers outlined in Article V, Sections 2 through 9, and other members appointed by the procedures outlined in Article VII, Section 5. The Executive Committee shall coordinate efforts through regular communication and monthly meetings.

Section 3. Directors' Advisory Committee. The Board of Directors will establish a standing committee to specifically review the performance of the Directors and assist, as necessary, with their efforts. The committee will report to the Chair and Vice Chair of the Board, and be comprised of a chair and up to three additional members of the Board, nominated and confirmed by voting members of the Board. The committee will help respond to leadership issues that arise, and work with the Director, Co-Director, and Executive Committee of the Center in their efforts to support the Center. The Directors' Advisory Committee must submit an annual review of the Directors to the Chair of the Board of Directors.

Section 4. Science Planning Committee. A *Science Planning Committee* will be chaired by the Center Co-Director with the assistance of the Science Planning Committee Vice-Chair. The Science Planning Committee shall be responsible for conducting the annual proposal review process and constructing annual and long-term science and budget plans for consideration by the Board of Directors. Science Planning Committee membership shall be constituted to provide a balanced representation of the various disciplines and focus areas of the Center.

Section 5. Advisory Council. The Board of Directors shall establish an external *Advisory Council* to serve as an experienced advisory body to the Board. The members of the Council must not receive funding from the Center. Persons identified as interested faculty or personnel in an institution's application letter for Core and Participating status are disqualified from being appointed to the Advisory Council. The members of the Council shall serve for three-year rotating renewable terms (by thirds). The chair of the Advisory Council shall be appointed for a three-year term by the Center Director in consultation with the Board and may be re-appointed. The role of the Advisory Council is to provide an outside perspective on the Center's activities with an emphasis on their broader impacts. At minimum, the Advisory Council shall provide an

annual report to the Center's Leadership evaluating the broader impact of the Center's activities and outlining ways this impact might be strengthened. The Advisory Council will facilitate interactions with allied disciplines and entities with an interest in earthquake science and education.

ARTICLE VII

Election and Appointment Procedures

Section 1. Procedure. Officers of the Center and standing committees may be elected in accordance with the procedures established in this Article.

Section 2. Election of Board of Directors Chair and Vice-Chair. Election of a new Board Chair and Vice Chair will occur every three years, starting typically in November in the last year of the current Chair and Vice-Chair terms. The Chair and Vice-Chair will serve for a three-year term (normally beginning January 1 after the election, or within 30 days of a special election). The Chair and Vice-Chair will be elected by the voting membership of the SCEC Board of Directors, which includes Institutional and At-Large Directors. All voting Board of Directors members are eligible to serve as the Chair or Vice-Chair.

All voting members of the Board will be considered candidates for the election in progress, unless they remove themselves from consideration before voting begins. Remaining members will be voted upon by eligible voting members of the Board. The vote will be conducted by the Managing Coordinator of the Board in a secure manner to ensure the confidentiality and integrity of the process. The voting results, including a summary tally of votes and who voted, will also be accessible for confirmation by the Managing Coordinator of the Executive Committee of the Center and the Vice-Chair of the Science Planning Committee. Once all concur, the Board Managing Coordinator will then announce the election results to SCEC leadership.

The voting period will normally occur in November on dates agreed upon by the Board. Separate elections will be held for the Board Chair and subsequently the Vice-Chair in the same year. Voting will last 4 days, with at least 3 days between the votes to tally and communicate results. Voting will occur through a web system that is restricted to eligible voting members only. Members of the Board will cast ranked votes for the position being voted on. To be elected, a candidate must receive more than 50% of the vote after ranked preferences are counted. If the vote tally ends in a tie between two candidates, then the Vice-Chair of the Science Planning Committee will be asked to cast a tiebreaker vote.

Section 3. Special Election of Board of Directors Chair and Vice-Chair. A special election may be held at any time to fill a vacant office of Board Chair or Vice-Chair for the unexpired portion of the current term. The special election shall follow the voting procedures outlined in Article VII, Section 2.

Section 4. Election of Center Officers. The Board of Directors may elect other Center officers (from Article V) at any meeting. The Center Director, Co-Director and Board of Directors may put forth nominations for Center officers to be elected. Voting for Board Chair and Vice-Chair will

follow procedure outlined in Section 2 of this Article. All other Center officers will be appointed following the process in Section 5 of this Article.

Section 5. Appointment of Standing Committee Members. The Board of Directors may vote on the appointment of new members to standing committees (from Article VI) at any meeting. The Center Director and Co-Director may put forth nominations for members to be appointed to the Executive Committee of the Center and Science Planning Committee. The Center Director, Co-Director and Board of Directors may put forth nominations for Advisory Council members to be appointed. Approval of appointment by the Board of Directors must follow the voting procedure outlined in Section 6 of this Article.

Section 6. Method of Voting. In the election of officers or appointment of standing committees, a voting member of the Board of Directors may cast only one vote for each office or appointment. Voting may be cast in person at the meeting, or may be submitted by e-mail if received by the Board Managing Coordinator before the meeting. The Board Managing Coordinator will treat all e-mail votes as secret votes. Election shall be valid if votes are received from two-thirds of the voting membership of the Board of Directors in accordance with this Article, even if a quorum is not present for the purpose of conducting other business. Votes shall be counted by the Board Managing Coordinator and the Chair and Vice-Chair of the Board of Directors, unless they have cause for recusal. Election or appointment shall be decided in favor of the nominee receiving a majority of votes.

ARTICLE VIII

Amendments

Section 1. Amendment. All By-Laws of the Center shall be subject to amendment or repeal by the affirmative vote of two-thirds of the entire Board of Directors at any annual or special meeting, provided the notice or waiver of notice of said meeting shall have specified the proposed actions to amend or repeal the By-Laws.