

**By-Laws of the Southern California Earthquake Center (SCEC)
Effective February 1, 2017**

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, as Principal Investigator on all Center grants and contracts, will retain ultimate authority to make and implement decisions on Center programs and policies. 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, and September 2014.

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
- Harvard University
- Massachusetts Institute of Technology
- San Diego State University
- 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 Nevada, Reno

* University of Southern California

* The *founding* Core Institutions of SCEC.

Section 2. Obligations and Responsibilities of Core Institutions. SCEC Core Institutions are designated academic and government research organizations with major research programs in earthquake science. Each Core Institution is expected to contribute a significant level of effort (both in personnel and activities) to SCEC programs, including the Communication, Education and Outreach Program. Core Institutions are obligated to contribute a yearly minimum of \$35K of institutional resources as matching funds to Center activities. Each Core Institution shall appoint an *Institutional Director* to the SCEC Board of Directors, who shall represent the appropriate Dean, Office Chief, or higher officer as described in Article III. The USGS Institutional Directors serve in a non-voting liaison capacity.

Section 3. Addition of Core Institutions. Additional institutions that meet the requirements specified in Article II may become Core Institutions by a two-thirds affirmative vote of the entire 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 Center Director. 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 affirmative vote of $N-1$ Directors, where N is the total number of voting Directors. Any Core Institution that fails to provide a qualified Institutional Director for a period exceeding one year 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 Liaison* to facilitate communication 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 4.

Section 6. Election of Participating Institutions. Election to the status of Participating Institution requires a majority affirmative vote of the entire 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 entire 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. Current Roster of Core and Participating Institutions. The current list of Core and Participating Institutions shall be public and maintained in an accessible online location.

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.

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. Appointment of Core Institution Directors. The *Institutional Director* from each academic Core Institution shall be appointed by the appropriate Dean, or higher level officer, in a letter to the Center Director. The Institutional Directors from the U.S. Geological Survey offices shall be appointed by the appropriate USGS official in a letter to the Center Director.

Section 4. 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 of the entire 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 5. Term of Office, Core Directors. Each Institutional Director of the Board of Directors shall continue in office until a successor is appointed; or until he or she dies, resigns or is replaced by the relevant officer of the Core Institution as specified in Article III Section 7; or until his or her institution is removed from the list of Core Institutions.

Section 6. 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 entire Board of Directors.

Section 7. 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 8. 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 9. Alternate Members. Any Core Institution Director may appoint for a specified time interval (not to exceed one year) an Alternate Member from the same Core Institution to replace the Core Institution Director in all activities during that interval. Such appointments must be transmitted in writing to the Center Director before taking effect.

Section 10. 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 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.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or Vice-Chair of the Board at any time.

Section 3. Place of Meetings. The Center Director shall designate the place of the annual Board meeting or any special meeting, be specified 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 the Executive Secretary, or by an officer directed by the Chair of the Board of Directors no less than ten nor more than sixty 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. 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. 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 6. Executive Sessions. The Board of Directors may, at the direction of the Chair of the Board of Directors, meet in executive session. At such executive session, the meeting will be open only to Directors, the Executive Secretary, and other persons specifically invited by the Chair of the Board of Directors.

Section 7. Voting. Each Director shall be entitled to one vote. Except as otherwise expressly required by law, or these By-Laws, all matters shall be decided by the affirmative vote of a majority of the entire Board of Directors membership, if a quorum is then present. All votes shall be by voice vote, unless two members request a secret ballot. Votes pertaining to elections are governed by Article VII.

Section 8. 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.

Section 9. 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.

ARTICLE V

Officers

Section 1. Officers and Qualifications. The officers of the Center shall consist of a Center Director, a Co-Director, a Vice-Chair, an Executive Secretary, 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 elected by the Board of Directors. The *Center Director* is the Chief Executive Officer of the Center and Chair of the Board of Directors. It shall be his or her duty, insofar as the facilities and funds furnished to him or her 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. He or she 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. He or she shall be the Institutional Director for his or her home institution. 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 principal person for

dealing with questions and concerns raised by members of the Center or from the outside. As Chair of the Board of Directors, he or she shall call and preside at all meetings of the Board of Directors. He or she shall perform other such duties and exercise other such powers as assigned by the Board of Directors. The Chair shall have final authority for the science program, budget and financial obligations of the Center. The Chair may appoint advisory committees or panels to assist in carrying out the business of the Center. The Center Director oversees, in consultation with the Board, the implementation of the Science Plan for the Center and will maintain day-to-day oversight of the science activities. Chairs of standing committees of the Board will report to the Chair of the Board.

Section 3. Center Co-Director. The *Co-Director* of the Center will assist the Center Director in all his or her duties. He or she shall be nominated by the Center Director and elected by the entire Board of Directors. The term of the Co-Director shall be established at the time of election. If not a board member, he or she shall serve as a non-voting *ex-officio* member of the Board of Directors. The Co-Director will serve as Chair of the 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. Vice-Chair of the Board of Directors. The Board of Directors will elect a *Vice-Chair* from among its members. He or she shall serve as Chair of the Board of Directors in the absence of the Center Director, and as a member of the Executive Member of the Center.

Section 5. Vice-Chair of the Planning Committee. The *Vice-Chair* of the Planning Committee will assist the Chair of the Planning Committee in the formulation of the annual SCEC science program. He or she shall be nominated by the Center Director in consultation with the Co-Director and elected by the entire Board of Directors. The term of the Vice-Chair of the 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 Planning Committee. The Vice-Chair shall serve as Acting Chair in the absence of the Chair of the Planning Committee, as a non-voting *ex-officio* member of the Board of Directors, and as a member of the Executive Committee of the Center.

Section 6. Executive Science Director for Special Projects. The *Executive Science Director for Special Projects* shall be nominated by the Center Director and confirmed by a vote of the Board of Directors. He or she shall manage science activities in the externally funded Center special projects and to coordinate such activities with the Planning Committee. He or she shall report to the Center Director, serve as a voting member of the Planning Committee, as a non-voting *ex-officio* member of the Board of Directors, and serve as a member of the Executive Committee of the Center.

Section 7. Associate Director for Administration and Executive Secretary to the Board and Executive Committee of the Center. The *Associate Director for*

Administration is the senior staff person to the Board of Directors, the Center Director, and the Co-Director. He or she shall be nominated by the Center Director and confirmed by a vote of the Board of Directors. He or she shall report to the Director and is Executive Secretary to the Board. The Executive Secretary shall give notice of meetings of the Board of Directors, record all actions taken at such meetings, and perform such other duties as assigned by the Board of Directors. He or she shall serve Executive Secretary of the Executive Committee of the Center and shall be responsible for transmitting actions of the Executive Committee to the Board.

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 oversee the Center programs in communication, education, and outreach. He or she shall be a non-voting *ex-officio* member of the Board of Directors and 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. He or she shall have oversight of Center information technology, including the software standards for data structure and model interfaces. He or she shall report to the Center Director and shall coordinate the Community Modeling Environment, supervise software engineering staff, and support Center research. He or she shall be a non-voting *ex-officio* member of the Board of Directors and a member of the Executive Committee of the Center.

Section 10. Term of Office. The terms of office for the Center Director, Co-Director, Vice-Chair of the Board, and Associate Directors for Administration and Communication, Education and Outreach 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 11. 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 12. Resignation of Officers. Any officer may resign at any time by giving written notice to the Center Director, or the Executive Secretary 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.

Section 13. Vacancies of Officers. Any vacancy in any office may be filled for the unexpired portion of the term of such office by the Center Director with approval of the Board of Directors.

Section 14. Removal of Officers. Any officer may be removed at any time either with or without cause by affirmative vote of $N-1$ Directors, where N is the total number of Directors. Removal of the Center Director also requires the consent of funding agencies.

ARTICLE VI

Committees and Advisory Council

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. Committee members shall be appointed by the Chair of the Board of Directors. Committee chairs shall be appointed by the Chair of the Board of Directors from among members of the Center. 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 Chair and Vice-Chair of the Board; the Center Co-Director; the Planning Committee Vice-Chair; the Executive Science Director for Special Projects; the Associate Director for Administration; the Associate Director for Communication, Education and Outreach; the Associate Director for Information Technology; and other members (including Board Members and Center Staff as nominated by the Center Director). The Executive Committee shall hold a business meeting when called by the Chair. The Executive Secretary of the Board shall serve as Secretary of the Executive Committee, and shall be responsible for transmitting actions of the Executive Committee to the Board.

Section 3. Standing Committees. The Board of Directors may designate one or more *Standing Committees* for each major scientific, educational or research program of the Center. Members of each such committee shall have only the lawful powers specifically delegated to it by the Board. Each such committee shall serve at the pleasure of the Board. Members of a Standing Committee are not required to hold a Director or officer position within the Center. Standing Committees shall prepare plans for the appropriate scientific, educational, or research programs of the Center. These plans shall be modified as appropriate and approved by the Center Director with the advice and counsel of the Board of Directors.

Section 4. Planning Committee. A *Planning Committee* will be chaired by the Center Co-Director with the assistance of the Planning Committee Vice-Chair. The 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. 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 will establish an *Advisory Council* to serve as an experienced advisory body to the Board. 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 size and responsibilities of the Council shall be determined by the Board of Directors to reflect current needs of the Center.

ARTICLE VII

Election Procedures

Section 1. Procedure. Officers may be elected by the Board of Directors at any meeting, in accordance with the procedures established in this Article.

Section 2. Election. Election shall be by written ballot, which may be cast in person by a Director at the meeting, or may be submitted by mail, facsimile, or e-mail if received by the Executive Secretary before the meeting. The Executive Secretary will treat all electronic ballots as secret ballots. Election shall be valid if ballots are received from two-thirds of the membership of the entire Board of Directors in accordance with this Article, even if a quorum is not present for the purpose of conducting other business.

Section 3. Method of Voting. In the election of officers, a valid ballot shall contain at most one vote for each office; election shall be decided in favor of the nominee receiving a majority of votes.

Section 4. Counting of Ballots. Ballots shall be counted by the Executive Secretary and the Chair and Vice-Chair of the Board of Directors, unless they have cause for recusal.

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.