

**Bylaws of the
Consortium of Organizations for Strong-Motion
Observation Systems**

**ARTICLE 1
NAME, OFFICES AND FISCAL YEAR**

Section 1: Name

The name of this Corporation is the Consortium of Organizations for Strong-Motion Observation Systems (also referred to herein as "COSMOS" or the "Corporation").

Section 2: Principal Office

The principal office of the Corporation is located in Contra Costa County, State of California.

Section 3: Change of Address

The designation of the county or state of the Corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20__

_____ Dated: _____, 20__

_____ Dated: _____, 20__

Section 4: Other Offices

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Section 5: Fiscal Year

The fiscal year shall be January 1st to December 31st.

**ARTICLE 2
NONPROFIT PURPOSES
AND OBJECTIVES**

Section 1: IRC Section 501(c) (3) Purposes

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2: Specific Purpose

The specific purpose of this Corporation is to serve as a consortium through which programs and institutions can work toward urgent improvement in earthquake strong-motion measurements, solve mutual problems with strong-motion instrumentation and data, and assist in the dissemination of strong-motion data.

Section 3: Specific Objectives

The specific objectives of this Corporation shall be:

- (1)** Develop policies and foster innovative ideas for the universal improvement in strong-motion measurements and their applications;
- (2)** Promote the advancement of strong-motion measurement in densely urbanized areas and other locations of special significance to society likely to be struck by future earthquakes;
- (3)** Encourage and assist the rapid, convenient, and effective distribution of strong-motion data according to standards of the Consortium of Organizations of Strong-Motion Observation Systems;
- (4)** Strengthen, expand, and support strong-motion programs;
- (5)** Serve as a consortium through which programs and institutions can work to solve mutual problems with instrumentation, data quality, data dissemination, and data utilization;
- (6)** Advance systematic user influence on data acquisition and data dissemination processes; and
- (7)** Advance and facilitate the use of strong-motion data to achieve improved earthquake resistance of the built environment through research and engineering practice.

Section 4: Cosmos Charter

Prior to the adoption of these Bylaws, the organization of COSMOS and relationships of members within COSMOS were defined by its Charter. The COSMOS Charter relationships are now completely replaced by the formal and legal descriptions provided by these Bylaws.

ARTICLE 3 MEMBERS

Section 1: Membership Classes, Categories, Qualifications and Voting Rights

The term "COSMOS Members" and "COSMOS Membership" includes all Members of COSMOS Member Classes

COSMOS shall have two (2) Classes of Members: "Regular Members" and "Affiliate Members" as designated below. A Class may include several categories of membership within it.

Each COSMOS Member has the right to attend Membership meetings and has voting authority to elect Members to the Board of Directors, to propose policy issues for consideration of the Board, and to vote upon policy issues brought before the Membership by the Board, per Article 4, Sections 2, 3, 4, and 7.

- A. Regular Member Class. The Regular Member Class is open to public agencies, private organizations and corporations, universities and other academic institutions, and individuals that accept the obligations of the objectives and purposes defined in Article 2, Sections 2 and 3, and are actively involved in efforts to achieve these objectives.

The Regular Member Class has three categories: Core Members; Organizational Members; and Individual Members. At COSMOS Members meetings and for mail ballot voting, each Organizational Member has the right to have one designated named representative to cast one vote and to name one alternative voter when the designated person is unable to vote. Such designations shall be in written form and been received in the principal office of COSMOS prior to any vote. Each Individual Member has one vote and may be represented by a designated written proxy at meetings when unable to vote.

1. Core Members are public agencies that operate Strong-Motion recording networks and provide significant support (e.g., grants or contracts) to sustain COSMOS activities and carry out certain obligations under terms that have been established by the Board of Directors. Each Core Member organization is entitled to have a named, designated representative to serve on the COSMOS Board of Directors as well as a representative of the Core Member organization at COSMOS Members meetings.
2. Organizational Members include public and private organizations that are involved in Regular Member activities. Designated representatives of Organizational Members are eligible to be nominated for membership on the COSMOS Board of Directors.
3. Individual Members are persons that are involved in Regular Member activities, and are eligible to be nominated for membership on the COSMOS Board of Directors. Persons who are associated with Member organizations who are not the designated representative of those organizations are eligible to be Individual Members of COSMOS.

- B. Affiliate Member Class: The Affiliate Member Class is open to public and private organizations that accept the obligations of the objectives and purposes defined in Article 2, Sections 2 and 3, and help fulfill these objectives and purposes through their supporting activities. Goods and Services Affiliate members manufacture equipment and/or develop software and services that assist Regular Members in their activities to improve the earthquake resistance of the built environment. Liaison Affiliate Members are organizations that have a specific interest in advancing strong-motion related activities as part of their outreach and educational effort to improve public safety. Each Affiliate Member organization may designate a named person to represent it at COSMOS Membership meetings, and to cast one vote at these meetings. The organization may also designate an alternate when the designated representative cannot be present. Such designations shall be in written form and been received in the principal office of COSMOS prior to any vote.

Section 2: Admission of Members

Applicants, on demonstrating their qualifications, as set forth in Article 3, Section 1, may be admitted to membership if approved by the Board of Directors. The Board of Directors of the Corporation shall review and act on applications for membership within sixty (60)-calendar days

following their receipt at the principal office of the Corporation. Admission can take place at a Board meeting, or email vote or teleconference, as per Article 5, Sections 9, 10, and 12.

Members may withdraw from the Consortium of Organizations for Strong-Motion Observation Systems by sending a letter to the President or the Board of Directors stating their withdrawal and its effective date.

Section 3: Fees and Dues

The annual dues payable to the Corporation by Members shall be fixed by the Board from time to time, per Article 6, Section 9, No. 2.

Section 4: Number of Members

There is no limit on the number of Members of the Corporation.

Section 5: Membership Book

The Corporation shall keep a Membership book containing the name and address of each Member. Termination of the Membership of any Member shall be recorded in the book, together with the date of termination of such Membership. Such book shall be kept at the Corporation's principal office.

Section 6: Non-liability of Members

A Member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

Section 7: Removal of Members

Any member of the Corporation may be removed from membership, with or without cause, by a majority vote of the remaining members in attendance at a duly held meeting of the members or by written ballot as set forth in Article 4. A member who no longer meets the qualification of a member or whose dues are more than five (5) months in arrears may be removed from membership by the Board of Directors.

**ARTICLE 4
MEETING OF MEMBERS**

Section 1: Place of Meetings

Meetings of COSMOS Members shall be held at the principal office of the Corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

Section 2: Annual Meetings

An annual meeting of COSMOS Members, designated as the Annual Meeting of the Corporation, shall be held for the purpose of transaction of business scheduled to come before the meeting by the Board of Directors. New business proposed by the COSMOS Membership at the meeting may be identified for future consideration. If scheduled by the Board of Directors, election of Board Members may take place at the Annual Meeting as provided by Article 5, Section 6.

Notice of the date, time, and place of Annual Meetings will be distributed to the COSMOS Membership at least ninety (90) days prior to the meeting. The business to be considered at the

meeting will be distributed at least thirty (30) days prior to the meeting. Notice will be sent by first class U.S. Mail.

Section 3: Special Meetings of Members

Special meetings of the Members shall be called by the Board of Directors or the President of the Corporation, or, if different, by the persons specifically authorized under the laws of the State of California to call special meetings of the Members.

Notice of Special Meetings will state the date, time, place, and purpose(s) for which the meeting is called, and shall be delivered not less than thirty (30) days before the date of the meeting. Notice may be by first class U.S. Mail, personal notification, telephone, electronic mail, or facsimile machine. Mailed notices will be considered to be delivered the day they are postmarked.

Section 4: Quorum for Meetings and Mailed Ballots

One-third of the total number of members with voting rights, represented in person or by proxy, shall constitute a quorum at a meeting of members, for any action except as otherwise provided in these Bylaws. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, provided that any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 5: Majority Action as COSMOS Membership Action

Every act or decision done or made by a majority of voting Members at a duly held meeting is an act of the COSMOS Members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

Section 6: Voting Rights

Each COSMOS Member is entitled to one vote on each matter submitted to a vote by the Members. Voting at duly held meetings may be by voice vote. Election of Directors by Regular Members, however, shall be by paper ballot at meetings or by scheduled mailed ballots, per Article 4, Section 7.

Section 7: Action by Mailed Paper Balloting

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action that may be taken at any meeting of Members may be taken without a meeting if the Corporation distributes a written ballot to each Member entitled to vote on the matter. Each COSMOS Member is responsible for providing the Corporate office with their current mail and email addresses. Voting conducted by mailed written ballots is an action of the COSMOS Membership as defined in Article 4, Sections 5 and 6.

The mailed paper ballot shall:

- (1) be mailed U. S. First Class Mail to Members to ensure that undelivered ballots will be returned to sender and mailed at least thirty (30) days prior to required date of return.
- (2) set forth each proposed action;
- (3) provide an opportunity to specify approval or disapproval of each proposed action;

(4) specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford Members a reasonable time within which to return the ballots to the Corporation;

(5) indicate the number of responses needed to meet the quorum requirement and shall state the percentage of approvals necessary to pass the proposed action; and

(6) specify the requirements for election of Directors by mailed paper ballot as provided in Article 5, Section 7, No. 1.

Section 8: Conduct of Meetings

Meetings of Members shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President. If neither Officer is present, then the Chairperson shall be chosen by a majority of the voting Members present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of Members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

ARTICLE 5 DIRECTORS

Section 1: Number

The Corporation shall have not less than five (5) and nor more than eleven (11) Directors, with the exact number to be fixed by the Board of Directors, and collectively they shall be known as the Board of Directors.

Section 2: Qualifications

Directors shall be of the age of majority in the State of California. Other qualifications for Directors of this Corporation shall be as follow: Directors shall be Regular Members of the Consortium of Organizations of Strong-Motion Observation Systems, as defined in Article 3, Section 1A.

Section 3: Powers

Subject to the provisions of the laws of the State of California and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4: Duties

It shall be the duty of the Directors to:

(1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(2) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;

(3) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;

(4) Meet at such times and places as required by these Bylaws; and

(5) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Section 5: Term of Office

Except for Designated Directors, the term of office for each elected Director shall be a period of three (3) years, and for a maximum of up to two consecutive terms or until his or her successor is elected and qualifies. After a previously elected director has not served for one (1) full year on the Board, he/she may be elected to serve again on the Board of Directors.

Section 6: Designated Directors

Each Core Member is entitled to have a named designated representative to serve on the Board of Directors. A new Core Member must submit to the Board of Directors in writing the name of the individual to serve on the Board of Directors at least 10 days before the Annual Meeting of members. The Designated Director shall serve on the Board of Directors until a replacement is identified by the Core Member.

Section 7: Election of Directors

(1) Except for Designated Directors, the election of candidates to the Board of Directors may take place at an Annual Meeting of members or by a scheduled mailed ballot vote of the Regular Members, per Article 4, Sections 2 and 7, No. 4. For elections held at the Annual Meeting, the slate of candidates for the Board of Directors will be distributed not less than thirty (30) days prior to the Annual Meeting. For mailed ballot election of Directors, ballots shall be mailed first class U.S. Mail at least thirty (30) days prior to the return date in order to be included in the vote tally.

(2) Ballots must state the names of candidates nominated by the Board of Directors for election and provide an opportunity for write-in names from the Regular Membership. Directors are elected by a majority of votes cast in an Annual Meeting of members or by the majority of returned mailed ballots, per Article 4, Sections 4, 5, 6, and 7. If there are more candidates nominated than there are Board vacancies, the candidates receiving the highest number of votes up to the number of Directors being elected shall be elected to serve on the Board. Mailed ballot election of candidates may be held within the six (6) months preceding the next Annual Meeting or within three (3) months following an Annual Meeting.

Section 8: Compensation

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 9: Place of Meetings

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 10: Regular Meetings

Regular meetings of Directors shall be called by the Board of Directors and held at least twice a year.

Section 11: Special Meetings

Special meetings of the Board of Directors may be called by the President or Secretary, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or at the place designated by the person or persons calling the special meeting.

Section 12: Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(1) Regular Meetings

Once scheduled per Article 5, Sections 9 and 10, no notice need be given of any regular meeting of the Board of Directors, except to the Members of the Board of Directors who were not in attendance at the meeting at which the regular meeting was called.

(2) Special Meetings

At least one-week prior notice shall be given by the Secretary of the Corporation to each Director of any special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting. In the case of personal notice (email, etc.), the COSMOS President or his/her designee shall receive confirmation that all Board Members are aware of the meeting.

Section 13: Voting by Teleconference

Voting by teleconference may be scheduled by the President or his/her designee by initial emails stating the proposed action. In the case of a teleconference vote, the President or the designee will provide several dates to be considered. The teleconference will take place based on the replies and scheduled for the participation of a quorum, per Article 5, Section 13, and the date on which the maximum number of Members of the Board of Directors are available. Thereafter, proper notice of the meeting will be given to all Members of the Board of Directors.

Section 14: Quorum for Meetings

A quorum shall consist of a majority of the Members of the Board of Directors then in office.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which can be acted upon at such meetings is a motion to adjourn.

Section 15: Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting or teleconference vote at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 16: Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President. If neither Officer is present, a Chairperson will be selected by a majority of the Directors at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts' Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Section 17: Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased. Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state and as provided by law. Directors may be removed from office, with or without cause, by a two-thirds vote of all Directors then serving in office. Core Member representatives are appointed by the Core Agency they represent and may only be removed by the Core Member that appointed them.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

The Board shall develop the slate of nominees to be voted on by the Regular Membership, following the expiration date of Board Member terms and/or a decision by Board Member(s) not to seek re-election for a second term.

Section 18: Non-liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 19: Indemnification by Corporation of Directors and Officers

The Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

Section 20: Insurance for Corporation Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 6 OFFICERS

Section 1: Designation of Officers

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, who must be Members of the Board of Directors. The Corporation may appoint additional officers with titles and duties as may be determined from time to time by the Board of Directors. The Board may appoint an Operations Officer, who shall report to the Board and serve as an ex-officio non-voting Member of its Board and he/she shall not be counted in determining a quorum.

If appointed by the Board of Directors, the Operations Officer shall have a title and salary set by the Board, and shall have responsibility for participating in the management of COSMOS operations and any other responsibilities assigned by the Board.

Section 2: Qualifications

Any Regular Member may serve as an officer of this Corporation.

Section 3: Election and Term of Office

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for a term of three (3) years and can serve two (2) consecutive terms. After a previously elected officer has not served for one (1) full year, he/she may be elected to serve again as an officer.

Section 4: Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 5: Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by an appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6: Duties of President

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and all meetings of the COSMOS Members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts,

checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7: Duties of Vice President

If the President is absent from a Board Meeting or a COSMOS Membership meeting, the Vice President shall preside in his and her place. If the President vacates his or his position before the term has expired, the Vice President shall serve as President until the Board elects a new President.

Section 8: Duties of Secretary

The Secretary, or his/her designee, shall:

(1) Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;

(2) Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(3) Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation;

(4) Keep at the principal office of the Corporation a Membership book containing the name and address of each and any Members, and, in the case where any Membership has been terminated, he or she shall record such fact in the Membership book together with the date on which such Membership ceased;

(5) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the Membership book, and the minutes of the proceedings of the Directors of the Corporation; and

(6) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9: Duties of Treasurer

The Treasurer shall:

(1) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(2) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever. Collect Annual Membership dues, per Article 3, Section 3, and keep the Membership Book, per Article 3, Sections 3 and 5.

(3) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(4) Keep or be responsible for maintaining adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(5) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore.

(6) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

(7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

(8) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 10: Compensation

Officers of this Corporation shall receive no compensation. They may be allowed reasonable reimbursement for expenses incurred in the performance of their regular duties.

ARTICLE 7 COMMITTEES

Section 1: Executive Committee

The Board of Directors may, by a majority vote of its Members, designate an Executive Committee consisting of up to four (4) Board Members and may delegate to such committee specified powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted in the Bylaws, and except as may otherwise be provided by provisions of law.

By a majority vote of its Members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the Members of the Executive Committee, and fill vacancies on the Executive Committee from the Members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2: Other Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also Members of the Board and shall act in an advisory capacity to the Board.

Section 3: Meetings and Action of Committees

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors,

with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its Members for the Board of Directors and its Members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1: Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and the President.

Section 3: Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: Gifts

The Board of Directors may accept or confer on behalf of the Corporation any contribution, gift, bequest, or device for the nonprofit purposes of this Corporation.

Section 5: Contracts for Receipt of External Funding

The Corporation may enter into contracts or other appropriate agreements or instruments for the purpose of receiving external funding for the purpose of performing work or other activities deemed to advance or otherwise support the specific objectives and purposes stated in Article 2, Sections 2 and 3 of these Bylaws.

Section 6: Contracts for Funding of Work to be Performed External to the Corporation

The Corporation may enter into contracts or other appropriate agreements or instruments for the purpose of providing funding for the purpose of performing work or other activities external to the Corporation deemed to advance or otherwise support the specific objectives and purposes stated in Article 2, Sections 2 and 3 of these Bylaws.

ARTICLE 9 CORPORATE RECORDS, REPORTS, AND SEAL

Section 1: Maintenance of Corporate Records

The Corporation shall keep at its principal office in the State of California:

- (1) Minutes of all meetings of Directors, committees of the Board and, if this Corporation has Members, of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (2) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (3) A record of its Members indicating their names and addresses and, if applicable, the class of Membership held by each Member and the termination date of any Membership; and
- (4) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours.

Section 2: Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3: Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4: Members' Inspection Rights

Each and every Member shall have the following inspection rights, for a purpose reasonably related to such interest as a Member:

- (1) To inspect and copy the record of all Members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested;
- (2) To obtain from the Secretary of the Corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the Corporation, a list of the names, addresses and voting rights of those Members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Membership list shall be made within a reasonable time after the demand is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled; and

(3) To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Secretary of the Corporation by the Member, for a purpose reasonably related to such person's interests as a Member.

Members shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 5: Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6: Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the State of California or to the Members of this Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 10
IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1: Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributed to, its Members, Directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3: Distribution of Assets

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4: Private Foundation Requirements and Restrictions

In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE 11
AMENDMENT OF BYLAWS**

Subject to the power of the Members of this Corporation to adopt, amend, or repeal the Bylaws of this Corporation as set forth in these Bylaws and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

**ARTICLE 12
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, filed with the Secretary of State of California and used to establish the legal existence of this Corporation.

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CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of the CONSORTIUM OF ORGANIZATIONS FOR STRONG-MOTION OBSERVATION SYSTEMS, does hereby certify that the above Bylaws are, as of the date of this certification, the adopted and existing Bylaws of this corporation.

Dated: _____

Secretary