

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

Effective September 6, 2024

PREAMBLE

The By-Laws of the Statewide California Earthquake Center (SCEC or the Center) are adopted by the SCEC Board of Directors for the purpose of conducting SCEC business. 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 SCEC 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 the Southern California Earthquake Center, which have been used by the Statewide California Earthquake Center on an interim basis since October 1, 2023.

ARTICLE I. Name and Mission

Section 1. Center Name. The name of the Center is the Statewide California Earthquake Center.

Section 2. Center Mission. The mission of the Center is to develop and share cutting-edge earthquake system science to enhance California's resilience and to educate and inspire future scientists.

ARTICLE II. Membership

Section 1. Core Institutions. SCEC Core Institutions are academic and government organizations with major research programs in earthquake science and/or educational opportunities that promote a diverse Science, Technology, Engineering, and Mathematics (STEM) workforce. The University of Southern California is designated as the Lead Core Institution. Core Institutions of the former Southern California Earthquake Center, as of September 30, 2023, shall continue as founding Core Institutions of the Statewide California Earthquake Center unless the institution resigns as described in Section 4 of this Article.

Section 2. Obligations and Responsibilities of Core Institutions. Each Core Institution is expected to contribute a significant level of effort (in personnel and/or activities) to SCEC programs and activities. Core Institutions are obligated to contribute a yearly minimum of \$35,000 of institutional resources as matching funds to Center activities. The minimum annual contribution shall be reviewed and adjusted, if deemed necessary, by a two-thirds majority vote of the SCEC Board of Directors at least once every three years. Each Core Institution shall appoint an Institutional Representative to the SCEC Board of Directors, who shall represent the appropriate dean, office chief, or higher officer as described in Article III. The U.S.

Geological Survey (USGS) Institutional Representatives to the SCEC Board of Directors serve as non-voting liaisons as specified in Article III, Section 4.

Section 3. Addition of Core Institutions. Additional institutions that meet the requirements specified in Article II, Sections 1 and 2 may become Core Institutions by a two-thirds affirmative vote by the voting members of the SCEC Board of Directors. Any institution may apply for Core Institution status by submitting a letter signed by an appropriate office (for example, Dean or department chair) that specifies the institution's (a) activities and sustained interest in earthquake science and education, (b) commitment to meeting the institutional resource requirements, and (c) interested faculty and/or other personnel to participate in collaborative activities that align with the Center's mission.

Section 4. Removal of Core Institutions. A Core Institution may resign at any time by giving written notice from the appropriate dean, office chief, or higher officer to the SCEC 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 SCEC Board of Directors. Any Core Institution that fails to provide a qualified Institutional Representative within six months, or make an approved Alternate Member appointment, shall be removed automatically and immediately 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. Each Participating Institution (through an appropriate official) shall appoint a qualified Institutional Liaison to facilitate communication with the Center. It is recommended that appointed liaisons be current full-time personnel, who will engage in Center research, outreach, and/or education activities. The interests of Participating Institutions shall be represented on the SCEC Board of Directors by four Institutional Representatives At-Large, elected as specified in Article III, Section 6.

Section 6. Addition of Participating Institutions. Election to the status of Participating Institution requires a majority affirmative vote by the voting members of the SCEC Board of Directors. Any institution may apply for participating institution status by submitting a letter signed by an appropriate office (for example, Dean or department chair) that specifies the institution's (a) activities and sustained interest in earthquake science and education and (b) interested faculty and/or other personnel to participate in collaborative activities that align with the Center's mission.

Section 7. Removal of Participating Institutions. A 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 a Participating Institution may be withdrawn by a two-thirds

affirmative vote by the voting members of the SCEC Board of Directors. Any Participating Institution that fails to provide a qualified Institutional Liaison for a period exceeding one year shall be removed automatically and immediately 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 on the SCEC website.

ARTICLE III. Board of Directors

Section 1. Powers. The oversight of the Center's management and governance is vested in the SCEC Board of Directors. The SCEC Board of Directors (Board) 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 of the voting members of the Board. 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 by 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 and engagement of the stakeholder community, while the Director and Co-Director serve as Principal Investigators and maintain the roles of management of the contractual agreements that fund the Center.

Section 2. Composition. The Board of Directors shall be composed of one Institutional Representative from each of the Core Institutions and four Institutional Representatives At-Large, elected from the current list of Participating Institutional liaisons.

Section 3. Leadership. The Board will be led by a Chair, and assisted by a Vice-Chair who are elected by the voting members of the Board with the procedure described in Article VII, Section 2, which is approved, and may be amended, by the SCEC Board of Directors. The Chair and Vice-Chair of the Board are expected to work in coordination with the Center Director, Co-Director, and other 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. Institutional Representatives serving on the Board of Directors will have voting privileges for all matters considered by the Board, and will be referenced as the "voting membership of the Board." USGS Institutional Representatives, and any other liaisons so designated by the Board, will not have voting privileges.

Section 5. Appointment of Core Institutional Representatives. The Institutional Representative from each Core Institution shall be appointed by the appropriate dean, or higher-level officer at their institution, in a letter to the Chair of the SCEC Board of Directors. It is recommended that appointed Institutional Representatives be current personnel who will engage in Center activities such as research, leadership, and education. The Institutional Representatives from the U.S. Geological Survey shall be appointed by the appropriate USGS official in a letter to the Center Director.

Section 6. Election of Institutional Representatives At-Large. Four Institutional Representatives At-Large shall be elected by majority affirmative vote by the voting members of the SCEC Board of Directors. Participating Institutions, via their Institutional Liaisons, will nominate candidates for Institutional Representatives At-Large to SCEC Board of Directors by a process approved by the Board. A special election may be held at any time to fill a vacant office of At-Large members for the unexpired portion of the current term. At-large members of the Southern California Earthquake Center as of September 30, 2023, shall continue as at-large members of the Statewide California Earthquake Center until a formal election for the four at-large members for the Center is held.

Section 7. Term of Office, Core Institutional Representatives. Each Institutional Representative of the SCEC Board of Directors shall continue in office until a successor is appointed; or until the representative resigns or is replaced by the relevant officer of the Core Institution as specified in Article III, Section 9; or until their institution is removed from the list of Core Institutions.

Section 8. Term of Office, Institutional Representatives At-Large. Each Institutional Representative At-Large shall serve a term of up to two years and may be re-elected only once. The term of an Institutional Representative At-Large may be terminated at any time by a two-thirds majority vote of the voting members of the SCEC Board of Directors.

Section 9. Resignation, Core Institutional Representatives. Any Institutional Representative may resign at any time by giving written notice to the Chair of the SCEC Board of Directors and the appropriate institutional official that appointed them. 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 Representative, the Core Institution shall appoint a new Institutional Representative within 60 days, or resign as a Core Institution.

Section 10. Resignation, Institutional Representatives At-Large. Any Institutional Representative 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, Participating Institutions via their Institutional Liaisons may nominate replacement candidates and the Board of Directors shall elect a new Director At-Large within 60 days of receiving the nominations. In the event a candidate is not

nominated, the term shall remain vacant until filled during the time of a regular election of At-Large members.

Section 11. Alternate Members. Any Core Institutional Representative may appoint for a specified time interval (not to exceed one year) an Alternate Member from the same Core Institution to replace the Core Institutional Representative in all activities during that interval. Such appointments must be transmitted in writing to the Chair of the SCEC Board of Directors-before taking effect.

Section 12. Salary Compensation. There shall be no salary compensation from Center funds for serving on the SCEC Board of Directors as an Institutional Representative or Officer of the Board.

ARTICLE IV. Meetings of the Board of Directors

Section 1. Annual Meeting. The SCEC Board of Directors shall hold at least one annual Board meeting, either in person or by teleconference, at a time convenient for the majority of the Board members for the purpose of conducting Center business. The Center 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 SCEC Board of Directors, either in person or by teleconference, may be called by the Chair or Vice-Chair of the Board following the procedures described in Section 4. 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 SCEC 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 SCEC 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 SCEC 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 SCEC Board of Directors, a majority of the Directors serving

in such position shall constitute a quorum. Majority shall be based on the voting membership of the Board as defined in Article III, Section 4. If a quorum is not present, a majority vote 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 SCEC Board of Directors may, at the direction of the Chair of the SCEC Board of Directors, meet in executive session. At such an executive session, the meeting will be open only to Institutional Representatives and At-Large Institutional Representatives, and other persons specifically invited by the Chair or Vice-Chair of the SCEC 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 majority vote of the voting membership of the Board, if a quorum is then present. All votes during in-person or teleconference meetings shall be by recorded 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 the Officer of Elections and Voting. 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 SCEC Board of Directors may be taken without a meeting if all voting members of the Board consent in writing to the adoption of a resolution authorizing the action.

ARTICLE V. Officers of the Center

Section 1. Officers of the Center. The Officers of the Center shall consist of a Center Director, a Chair of the Science Steering Committee (Co-Director), a Vice-Chair of the Science Steering Committee as described in Section 4 of this Article, Center Executive Staff serving as listed in Sections 5 of this Article, a Chair of the Board of Directors and a Vice-Chair of the SCEC Board of Directors as described in Section 6 of this Article, eight Board Officers as described in Section 7 of this Article, and other such officers as the Board may appoint as needed. With the consent of the Center Director, Officers of the Center may serve as Principal Investigators or Co-Principal Investigators on proposals submitted on behalf of the Center.

Section 2. Center Director. The Center Director is the Chief Executive Officer of the Center who provides the visionary leadership that aligns the Center's mission, vision, and strategic goals and is primarily responsible for securing funding that support the activities of the Center. The Center Director 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, unless otherwise delegated to another Officer of the Center. The Center Director is the Center's

official liaison to the rest of the world and, specifically, to the funding agencies. As Chair of the Executive Committee of the Center, the Director shall call and preside at all its meetings and shall perform other such duties and exercise other such powers as assigned by the SCEC Board of Directors. The Center Director oversees the implementation of the Science Plan for the Center and maintains day-to-day oversight of Center operations. It shall be their 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 SCEC Board of Directors and the purposes of the Center are carried out. The Center Director shall have final authority for the science program, budget, and financial obligations of the Center. Candidates for the Center Director shall be nominated by the Lead Core Institution and elected by the voting members of the SCEC Board of Directors.

Section 3. Chair of the Science Steering Committee (Co-Director). The Chair of the Science Steering Committee of the Center, hereafter referred to as the Co-Director, will assist the Center Director in the solicitation and curation of the scientific vision of the Center and lead the development of the annual science plan. They shall be nominated by the Center Director and elected by the SCEC Board of Directors. The term of the Co-Director shall be no less than two years and be established at the time of election. The Co-Director will serve as Chair of the Science Steering Committee. The Center Director may delegate other responsibilities to the Co-Director as required for the operation of the Center. The Co-Director will serve as Center Director in the event the Director resigns, is removed, or otherwise unable to fulfill their responsibilities.

Section 4. Vice-Chair of the Science Steering Committee. The Vice-Chair of the Science Steering Committee will assist the Chair of that committee in the formulation of the annual SCEC science program. The Science Steering Committee Chair may delegate various responsibilities to the Vice-Chair as required for proper operation of the Science Steering Committee. The Vice-Chair shall serve as Acting Chair in the absence of the Chair of the Science Steering Committee. Candidates shall be nominated by the Center Director in consultation with the Chair of the Science Steering Committee and elected by the Board of Directors.

Section 5. Center Executive Staff. Center Executive staff are employees of the University of Southern California (USC) who support core SCEC activities as project managers and team leaders. Center Executive Staff report to the Center Director. Center Executive Staff consists of a Director of Strategic Planning and Resources, hereafter referred to as the Deputy Director, who functions as a Chief Operating Officer and shall guide the Center's activities in strategic focus areas to align with available resources, work with the Director, Co-Director, and other Center Executive Staff to pursue new opportunities that support the Center, and manage Center activities in the externally funded Center special projects in their area of expertise. Four additional USC employees shall be appointed as Center Executive Staff to support Center major activities, and include an Assistant Director for Experiential Learning and Career Advancement, Associate Director for Public Education and Preparedness, Associate Director for Science

Operations, and an Associate Director for Research Computing. As employees of USC, their roles shall be described by their USC job descriptions. Candidates for Center Executive Staff shall be nominated by the Center Director and confirmed by a vote of the SCEC Board of Directors. The Center Director may create additional Center Executive staff positions as resources allow with the approval of the Board.

Section 6. Chair and Vice-Chair of the SCEC 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, manage the Board Officers and their activities as described in Section 11 of this Article. The Vice-Chair serves as a liaison to the Advisory Council, and will serve as Chair of the Board in the event the Chair is removed or otherwise unable to fulfill their responsibilities.

Section 7. Board Officers. Eight Board officers shall be elected from the SCEC Board of Directors to support Center Governance activities and chair established Board Committees. Board Officers will report to the Chair of the Board. The terms of office for the Center as outlined in this Article, Section 12, shall be established at the time of election. In consultation with the SCEC Board of Directors Chair and Vice-Chair, Board Officers shall ensure one officer is assigned to the following Board Officer roles: Management Oversight Officer; Professional Conduct Officer; Equity, Diversity and Inclusion Officer; Leadership Recruitment Officer; Elections and Voting Officer; By-Laws and Governance Officer; Stakeholder Management Officer; Communications Officer. The Board Officers, with the Board Chair and Vice-Chair, shall ensure that each Board Officer role has defined roles and responsibilities and that these are periodically reviewed and updated as needed.

Section 8. Term of Office. The terms of office for the Center shall be as follows upon election: Board Officer positions described in Sections 6 and 7 shall serve for two year terms and be eligible to serve for no more than two consecutive two-year terms. All other Executive Committee positions be no more than three years without a formal election.

Section 9. 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. Additional Associate Directors, who are not Center Executive Staff, may be appointed to lead, or co-lead, SCEC proposals and funded projects as needed.

Section 10. Resignation of Officers. Any officer may resign at any time by giving written notice to the Center Director and Board Chair. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein.

Section 11. 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.

ARTICLE VI. Standing Committees

Section 1. Establishment of Committees of the Board of Directors. Committees of the SCEC Board of Directors may be established for specified terms. Actions by the Board to create Committees shall specify the scope of Committee activity, its membership, and terms of service in a written charter. Members of temporary committees shall be appointed by the Chair of the Board. If the Chair is conflicted or otherwise unavailable, the Vice-Chair of the Board will act in their stead. The members of standing committees, from Section 3 through 7 of this Article, shall be appointed by the Board of Directors. Committees may not set policy nor take binding action nor publish Center policy documents without the consent of the Board of Directors. Committees may not create or appoint Subcommittees without consent of the Board.

Section 2. Executive Operations Committee of the Center. The SCEC Board of Directors shall establish an Executive Operations Committee (ExCom) of the Center to set strategic direction and guide Center-wide program development. The committee shall ensure day-to-day operations align with strategic goals, available resources, and contractual obligations. The ExCom shall consist of the Center Director, the Co-Director, Center Executive Staff, the Chair and Vice-Chair of the Board of Directors, the Chair and Vice-Chair of the Science Steering Committee, and the Chair of the Equity, Diversity, and Inclusion Committee. The Center Director shall serve as Chair of the Executive Operations Committee. The Executive Operations Committee shall coordinate efforts through regular communication and monthly meetings.

Section 3. Directors' Advisory Committee. The SCEC Board of Directors shall establish a Directors' Advisory Committee (DAC) to specifically review the performance of the Director and Co-Director 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 who is the Board Management Oversight Officer, 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 ExCom in their efforts to support the Center to achieve its goals. The Directors' Advisory Committee shall submit an annual review of the Director and Co-Director to the Chair of the Board.

Section 4. Science Steering Committee. The SCEC Board of Directors shall establish a Science Steering Committee (SSC) to identify research priorities, set science goals for the Center, and monitor research progress. The committee shall formulate an annual science plan to solicit proposals from the community to contribute to the Center's ongoing research program. The SSC shall consist of a Chair, a Vice-Chair, and up to ten members chosen for their expertise in the Center's major activities and/or disciplines required to accomplish the Center's science objectives. The Center Co-Director shall serve as the SSC Chair. The Science Steering Committee shall coordinate efforts through regular communication and quarterly meetings, and report to the Center Director.

Section 5. Proposal Review Committee. The SCEC Board of Directors shall establish a Proposal Review Committee (PRC) to evaluate proposals submitted to the Center, and recommend the annual portfolio of research proposals, trainings, and workshops to fund to the Board of Directors, Center Director and Co-Director, and sponsors to act on. The PRC shall consist of a Chair and 24-30 members (representing twelve disciplinary and interdisciplinary focus areas, as determined by the Center Director and Co-Director). The committee shall be chaired by the Science Steering Committee Vice-Chair, with the SSC Chair serving as backup if the PRC Chair is unavailable. Except for the Chair and Vice-Chair of the Science Steering Committee (who are non-voting members of the PRC), other members of the Proposal Review Committee cannot concurrently serve on the Science Steering Committee, Executive Operations Committee of the Center, or SCEC Board of Directors. The Proposal Review Committee shall coordinate efforts through regular communication during the annual proposal review period and report to the Center Director.

Section 6. Professional Conduct Committee. The SCEC Board of Directors shall establish a Professional Conduct Committee to work with the Director and Co-Director to respond to reported issues of professional misconduct (as defined by the Center's Activities Code of Conduct). The committee is meant to serve as an additional, potentially more accessible resource for the Center community, and does not replace the possibility of reporting any issue of concern directly to the Center's lead institution and/or the parties' home institution. The Professional Conduct Committee will be chaired by the Board Officer of Professional Conduct and shall consist of up to three additional members of the Board, nominated and confirmed by voting members of the Board. The committee shall report to the Board Chair and Vice-Chair, and submit to them and the Center Director an annual summary of the committee's activities.

Section 7. Equity, Diversity, and Inclusion Committee. The SCEC Board of Directors shall establish an Equity, Diversity, and Inclusion Committee. The Committee for Equity, Diversity, and Inclusion (EDI) is responsible for assessing and recommending actions that support and broaden participation of underrepresented groups within the SCEC collaboration and leadership positions; and to establish these goals as a value within the professional culture of the Center. The Equity, Diversity, and Inclusion Committee will be chaired by the Equity, Diversity, and Inclusion Officer and shall consist of up to three additional members, nominated and confirmed by voting members of the Board. Members of the EDI committee may be recruited from the SCEC community of participating institutions. The committee shall report to the Board Chair and Vice-Chair and submit to them and the Center Director an annual summary of the committee's activities.

Section 8. External Advisory Council. The SCEC Board of Directors shall establish an External Advisory Council (EAC) to evaluate the Center's broader societal impact and advise on strategies to enhance its sustainability and effectiveness. The EAC shall facilitate interactions with allied disciplines and entities with an interest in earthquake science and education. The EAC shall consist of six to eight members

representing external stakeholders from academia, government, and the private sector. The members of the External Advisory Council must not receive funding from the Center. Persons identified in an institution's application for Core and Participating status are ineligible for council appointment. The EAC Chair shall be appointed by the Center Director in consultation with the Board. The Vice-Chair of the SCEC Board of Directors shall serve as the Center liaison to the council. At minimum, the External Advisory Council shall provide an annual report to the Center Director and Board Vice-Chair that evaluates the broader impact of the Center's activities and outlines ways this impact might be strengthened.

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 SCEC Board of Directors Chair and Vice-Chair. Election of a new Board Chair and Vice-Chair will occur every two 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 two-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 Board of 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. The vote will be conducted by the Board Officer of Elections and Voting or designee, 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 an additional Board Officer as designated by the SCEC Board of Directors. Once all concur, the Elections and Voting Officer will then announce the election results to Center leadership. At-large members of the Board are eligible to serve as Chair or Vice-Chair through their term of office as At-large members.

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 Steering Committee will be asked to cast a tiebreaker vote.

Section 3. Special Election of SCEC 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 At-Large Members An election may be held at any time to fill a vacant office of At-Large members for the unexpired portion of the current term. The election shall be by majority affirmative vote by the voting members of the SCEC Board of Directors.

Section 5. Election of Center Officers. The Board of Directors may elect other Officers of the Center (Article V) at any meeting. The Center Director, Co-Director and Board 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. The election shall follow the voting procedure described in Section 7 of this article.

Section 6. Appointment of Standing Committee Members. The SCEC 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 shall follow the voting procedure outlined in Section 7 of this Article.

Section 7. Method of Voting. In the election of officers or appointment of standing committees, a voting member of the SCEC 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 Officer of Elections and Voting before the meeting. 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 the Officer of Elections and Voting. Election shall be valid if votes are received from two-thirds of the voting membership of the Board 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 Officer of Elections and Voting and the Chair and Vice-Chair of the Board, unless they have cause for recusal. Election or appointment shall be decided in favor of the nominee receiving a majority of votes.

ARTICLE VIII. Activities Code of Conduct

Section 1. Activities Code of Conduct. The Center shall maintain and publish online an Activities Code of Conduct, approved and adopted by a majority vote of the SCEC Board of Directors. The Center's Activities Code of Conduct shall be developed and maintained by the Professional Conduct Committee. It shall describe expected behaviors, unacceptable behaviors, and the process of reporting instances of unacceptable behavior and consequences of such behavior that apply to Center events and activities.

Section 2. Activities Code of Conduct: Acknowledgement and Consequences All participants in Center activities (governance, meetings, workshops, fieldtrips) must

agree to follow the Activities Code of Conduct of the Center. Should a violation of the Activities Code of Conduct be reported, the Center's Professional Conduct Committee, in consultation with the Center Director and Co-Director, shall take appropriate action, which may include any, or all, of the following actions: removal of the individual from Center leadership roles, restricting participation in Center sponsored activities, and/or the Center reporting the conduct violation to the participant's employer or home institution.

ARTICLE IX. Reporting Requirements

Section 1. State of the Center Reports The Director and Co-Director shall provide two semi-annual State of the Center executive summary reports describing SCEC current and planned activities and progress on those activities so that SCEC leadership groups can better prioritize and coordinate activities. The report shall be provided to the Board, Executive Operations Committee, and Science Steering Committee prior to the annual meeting and annual leadership retreat.

Section 2. Action Plans and Progress Reports Within 90 days of receipt of any report by a standing committee of the Center, the Director and Co-Director shall provide a written response to the SCEC Board of Directors describing the plans and progress for implementing the standing committee's recommendations.

ARTICLE X. 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 voting members of the 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.