



# COSMOS

CONSORTIUM OF ORGANIZATIONS FOR  
STRONG MOTION OBSERVATION SYSTEMS

## COSMOS Bylaws

2020 COSMOS Bylaws

November 2020

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**COSMOS**

[www.strongmotion.org](http://www.strongmotion.org)

2443 Fillmore Street #380-6131

San Francisco, CA 94115

# 2020 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 the State of California.

### Section 3: Office

The current physical address of COSMOS should be filed with the State of California, consistent with state requirements.

### Section 4: Fiscal Year

The fiscal year shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

## ARTICLE 2 NONPROFIT PURPOSES, AND SPECIFIC PURPOSES AND OBJECTIVES

### Section 1: Nonprofit Purposes

As stated in the COSMOS Articles of Incorporation, this Corporation is organized exclusively for charitable purposes within the meaning of 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 individuals, programs and institutions can work toward timely improvement in earthquake strong-motion measurements; solve mutual problems with strong-motion instrumentation, data, and analyses; assist in the dissemination of strong-motion data; and coordinate and promote research and development.

### Section 3: Specific Objectives

The specific objectives of this Corporation shall be:

- (a) Develop policies and foster innovative ideas for the universal improvement in strong-motion measurements and their applications;
- (b) Encourage international collaboration and exchange of knowledge;

- (c) Promote the advancement of ground and infrastructure strong-motion measurement within densely urbanized areas and other locations of special significance to society likely to be struck by future earthquakes;
- (d) Encourage and assist the rapid, convenient, and effective analysis and distribution of strong-motion data according to the COSMOS and other standards;
- (e) Strengthen, expand, and support strong-motion programs, including topics related to station and site response, recording systems, instrumentation of the built environment, analysis and interpretation software, and analysis methods and procedures;
- (f) Work to solve mutual problems with instrumentation, data quality, data processing, data dissemination, and data utilization;
- (g) Advance systematic user influence on data acquisition and data dissemination processes;
- (h) Advance and facilitate the use of strong-motion data to achieve improved earthquake resistance of the built environment through research and engineering practice; and
- (i) Promote and support research on the areas of interest to COSMOS and contribute to the continuing education of the practicing community.

#### **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 Categories, Qualifications and Voting Rights**

The term "COSMOS Members" and "COSMOS Membership" includes all categories of COSMOS Members.

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

COSMOS shall have three categories of membership. There are Core Membership, Organizational Membership, and Individual Membership. There are two sub-categories of Individual Membership, Regular Individual Membership and Student Individual Membership. The Memberships are described as follows:

- (a) Core Members are public agencies or nonprofit organizations that operate strong motion recording networks or actively contribute in the field of strong motion seismology, earthquake engineering and seismic risk mitigation 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.

**(b)** Organizational Members include public, utility, and private organizations that support COSMOS objectives, per Article 2. Each Organizational Member organization is entitled to provide a named, designated representative who is eligible to be nominated for membership on the COSMOS Board of Directors.

**(c)** Regular Individual Members are persons that are involved in COSMOS Member activities, and are eligible to be nominated for membership on the COSMOS Board of Directors. Persons who are associated with Core or Organizational Members who are not the designated representative of those organizations are eligible to be Regular Individual Members of COSMOS.

**(d)** Student Individual Members are persons that are currently enrolled in an academic institution, whose studies and interests are related to the purposes and objectives of the COSMOS. Student members may be involved in Regular Member activities.

Each COSMOS Member has the right to attend Membership meetings and to propose policy issues for consideration of the Board.

#### **Section 2: Admission of Members and Withdrawal of Membership.**

Application should be through the COSMOS portal or other electronic means.

Members may withdraw from COSMOS by sending a letter or email to the President, Board of Directors, or Executive Director 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(b).

#### **Section 4: Number of Members**

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

#### **Section 5: Membership Roster**

The Corporation shall keep a Membership roster containing the name and address and annual dues payments of each Member. Termination of the Membership of any Member shall be recorded in the roster, together with the date of termination of such Membership. Such information shall be kept at the Corporation's principal office or in the online COSMOS portal.

Each COSMOS Member is responsible for providing the Corporate office with their current mail and email addresses. This can be done through the online COSMOS portal.

#### **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 cause, by the Board of Directors. A member whose dues are more than five (5) months in arrears may be removed from membership by the Board of Directors.

## **ARTICLE 4 MEETING AND VOTING OF MEMBERS**

### **Section 1: Place of Meetings**

Meetings of COSMOS Members may be held at places as may be designated from time to time by resolution of the Board of Directors.

### **Section 2: Annual Meetings**

There shall be an annual meeting of COSMOS Members, designated as the Annual Meeting of the COSMOS.

The Annual Meeting 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.

Notice of the date, time, and place of Annual Meetings shall be distributed to the COSMOS Membership at least ninety (90) days prior to the meeting. The business to be considered at the meeting shall be distributed at least thirty (30) days prior to the meeting. Notice shall be emailed to the email address of record provided by the member and listed in the COSMOS Membership Roster.

### **Section 3: Special Meetings of Members**

Special meetings of the Members shall be called by the Board of Directors, the President of the Corporation, or the Executive Director.

Notice of Special Meetings shall 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, personal notification, telephone, or electronic mail.

### **Section 4: Quorum for Meetings**

There is no quorum requirement at the COSMOS meetings of the general membership, including the Annual meeting. For votes conducted electronically, no quorum is required provided that all members are informed of the electronic vote by email sent to the email address of record in each member account and the vote is held open for at least 30 days after the vote announcement.

### **Section 5: Majority Action as COSMOS Membership Action**

Every act or decision done or made by a majority of voting Members through electronic balloting 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**

Core and Organizational Members have 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. Each Regular Individual Member has one vote and may be represented by a designated written proxy when the Individual Member is unable to vote. These members constitute the voting members.

The voting members have voting authority to elect Members to the Board of Directors, and to vote upon policy issues brought before the Membership by the Board, per Article 4, Sections 4, 5, and 7. Student Individual members do not have voting authority.

### **Section 7: Action by Electronic Balloting**

The preferred method of voting is via electronic ballot through the COSMOS member portal. 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 provides a link to an electronic ballot to each Member entitled to vote on the matter. Links to electronic ballots shall be emailed at least 30 days prior to the required ballot closure date.

The electronic ballot shall:

- (a) Set forth each proposed action;
- (b) Provide an opportunity to specify approval or disapproval of each proposed action or space for a write-in candidate, as appropriate to the subject of the vote;
- (c) Specify the date by which the electronic ballot must be cast in order to be counted. The date set shall afford Members a reasonable time within which to return the ballots to the Corporation; and
- (d) Specify the requirements for election of Directors by electronic ballot as provided in Article 5, Section 7(a).

### **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 no more than eleven (11) Directors, in addition to the Designated Core 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 Individual Members or

Organizational Members of the Consortium of Organizations of Strong-Motion Observation Systems, as defined in Article 3, Section 1(b)(c).

### **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:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) 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;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws; and
- (e) Register their addresses with the Secretary of the Corporation or his/her designee. Notices of meetings emailed to them at such addresses shall be valid notices thereof.
- (f) The Board of Directors may also invite individuals to selected Board of Director meetings as observers or as presenters of information on strong motion issues relevant to the COSMOS.

### **Section 5: Term of Office**

Except for Designated Core Directors, the term of office for each elected Director shall be a period of three (3) full years, and for a maximum of up to two (2) full 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 shall submit to the Board of Directors in writing or email 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**

- (a) Except for Designated Core Directors, the election of candidates to the Board of Directors shall take place by a scheduled electronic ballot vote of the Regular Members, per Article 4, Section 7(d). For electronic ballot election of Directors, ballots shall be sent by email or other electronic means at least thirty (30 days) prior to the ballot closure date.

**(b)** 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 Individual and organizational Memberships. Directors are elected by the majority of returned electronic 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. Electronic ballot election of candidates may be held at any time when needed.

**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 via teleconference or at a physical location 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, Secretary, or Executive Director 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 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:

**(a) 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.

**(b) Special Meetings**

At least one-week prior notice shall be given by the Executive Director, Secretary of the Corporation or his/her designee to each Director of any special meeting of the Board. Such notice may be oral or electronic.

**Section 13: Voting by Teleconference or Email**

Voting by teleconference or email 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 14 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. Voting by email shall be scheduled with sufficient time in advance to allow at least a quorum of Board Members to vote.

**Section 14: Quorum for Meetings**

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

The presence of required quorum members may include remote presence by phone or teleconference. 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 Board of Directors 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 or his/her designee shall act as secretary of all meetings of the Board.

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: Appointment of Proxies**

In the event of an absence, a Board member is allowed to appoint a proxy to attend a Board meeting on his or her behalf. This proxy has only one vote, and this vote is only valid for that specific Board Meeting.

#### **Section 18: 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 or email 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 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.

Upon receiving the notices of vacancies, the Board shall develop the slate of Director nominees to be voted on by the Members with voting authority per Article 4, Section 6. Voting on the new slate shall occur as a result of upcoming expiration dates of Board Member terms and/or a decision by Board Member(s) not to seek re-election by the Board of Directors for another term.

**Section 19: Non-liability of Directors**

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

**Section 20: 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 21: 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 Board of Directors may appoint additional positions with titles and duties as may be determined from time to time, such as an Executive Director and an Assistant to the Executive Director (herein called the Administrative Manager). The Executive Director shall report to the Board and serve as an ex-officio non-voting member of the Board. The Executive Director shall not be counted in determining a quorum.

**(a)** If appointed by the Board of Directors, the Executive Director and the Administrative Manager positions shall have compensation set by the Board of Directors.

**(b)** The duties of the Executive Director position shall be to manage the affairs of the Corporation under the direction of the Board. The Executive Director shall serve at the pleasure of the Board and may be terminated by the Board at the Board's sole discretion. The Board may delegate to the Executive Director the authority to sign contracts, hire and terminate employees, have signatory authority over bank accounts, and represent the interests of the Corporation in dealings with funding agencies or others.

**(c)** The duties of the Administrative Manager position shall be determined by the Executive Director.

**(d)** Compensation for the Executive Director and the Administrative Manager positions shall be determined annually, based on a performance review process conducted by the officers of the Board of Directors (President, Vice President, Secretary, and Treasurer). The performance review process shall occur annually, and shall consider the fulfillment of duties as outlined in these bylaws, the completion of annual goals as set by the Board of Directors, and other criteria determined by mutual agreement between the Board of Directors and the Executive Director.

**Section 2: Qualifications**

Any member of the Board of Directors, 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 two (2) 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, with 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:

**(a)** Certify and keep at the principal office of the Corporation, or in an online location accessible to the Corporation membership, the original, or a copy, of these Bylaws as amended or otherwise altered to date;

**(b)** Keep at the principal office of the Corporation, or in an online location accessible to the Corporation membership, 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, the names of those present or represented at the meeting, and the proceedings thereof;

(c) Keep in an online location accessible to the Corporation membership a roster of the active Members that includes the name and contact information for each and any Members, and information on past members should also be maintained for a period of 3 years;

(d) 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; and

(e) Keep electronic copies of all required records available to the membership on either the online COSMOS Portal or the COSMOS website.

### **Section 9: Duties of Treasurer**

The Treasurer or his/her designee shall:

(a) 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;

(b) Ensure receipt of, and give receipt for, monies due and payable to the Corporation from any source whatsoever, and collect Annual Membership dues, per Article 3, Section 3

(c) 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;

(d) 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;

(e) 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;

(f) 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;

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

(h) 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.

### **Section 11: Duties of the Ex-officio Executive Director**

The Executive Director or his/her designee shall:

**(a)** Work with the Directors and Administrative Manager to manage the business, organizational, and financial affairs of COSMOS in a timely, organized, and prudent manner. This includes the following duties:

**(1)** Plan, organize, and participate in Board of Director (BOD) meetings (minimum of two a year), the Nominating Committee meetings, Annual Meeting, Executive Committee meetings (when needed), and any other committee meetings, as needed;

**(2)** Understand the overall financial picture (income and expenses) and clearly explain to the Board in a way that is unbiased;

**(3)** Oversee small expenditures and request Treasurer and Board involvement for larger expenditures, when appropriate;

**(4)** Develop and sign contracts and agreements and ensure terms and conditions are consistent with the needs and expected role of COSMOS;

**(5)** Oversee progress/payment of subcontracted activities;

**(6)** Provide input to the COSMOS Newsletter;

**(7)** Oversee communications with other organizations and represent COSMOS when requested;

**(8)** Communicate with existing and prospective members, organizations, and agencies on behalf of COSMOS;

**(9)** Act as an *ex-officio* member in committees; and

**(10)** Ensure all necessary legal and financial filings for the Corporation are developed and filed.

**(b)** Ensure accounting and membership records are kept up to date and available, as required in these Bylaws;

**(c)** Lead preparation of proposals as directed by the Board, coordinate and communicate with Board Members and solicit their input as required, and respond to queries from proposal agencies; and

**(d)** Participate in other activities as requested by the President and/or Board.

## **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 the Executive Director 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 Actions of Committees**

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws. The meetings and actions of committees should be consistent with the directives and mandate given to them by the Board of Directors and its Members.

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 specified in the duties of the Executive Director, or otherwise specifically determined by resolution of the Board of Directors, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer or 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 by the Treasurer or Executive Director or via automatic deposit from the COSMOS portal.

### **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 AND REPORTS**

**Section 1: Maintenance of Corporate Records**

The Corporation shall keep the following at its principal office in the State of California or in an accessible location, including access to online repositories and electronic files:

(a) 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, and the names of those present and the proceedings thereof;

(b) 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;

(c) A record of its Members indicating their names and addresses and, if applicable, the class of Membership held by each Member and the date of any Membership termination within the last 3 years; and

(d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

**Section 2: 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 3: COSMOS Members' Inspection Rights**

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

(a) To have online access to all Members' names and contact information;

(b) 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 4: Annual or 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**

The Board of Directors is responsible for altering, amending, or repealing these Bylaws. Revisions to these Bylaws are 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: November 2, 2019

  
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Secretary