

<b>Policy Title</b>	IRIS Bylaws
<b>Policy Number</b>	103
<b>Version</b>	2.0
<b>Contact</b>	President
<b>Effective Date</b>	02/19/2020
<b>Approved By</b>	<i>RSM</i> President

INCORPORATED RESEARCH INSTITUTIONS FOR SEISMOLOGY

A Delaware Nonstock Corporation

Bylaws

Article I

Name

Section 1. Name: The name of the Corporation is Incorporated Research Institutions for Seismology.

Article II

Member Institutions

Section 1. Membership: Educational and not-for-profit institutions chartered in the United States, with a major commitment to research in seismology and related fields, including single or multiple campuses of multi-campus university systems, may become Members of the Corporation. The current list of member institutions shall be maintained by the Secretary.

Section 2. Voting Members: An institution applying for voting membership in the IRIS consortium must be qualified as an educational or not-for-profit institution according to criteria adopted by the Board of Directors. Qualified institutions may be elected as voting Members by the affirmative vote of two-thirds of the members of the Board of Directors. The rights and privileges of voting Members with respect to participation in the scientific activities of IRIS will be according to policies established by the Board of Directors. Each voting Member shall appoint one designated individual as Member Representative to represent its interests as a voting Member, to receive notices to Members sent by the Corporation and to vote on behalf of that Member on each matter submitted to a vote of the Members. Voting Members shall also designate one individual as an Alternate Member Representative to so act and vote if the primary designated representative is unable to do so. Each representative and alternate representative must be the holder of an academic appointment, with major responsibilities for instruction and/or research in the Earth sciences, in a department, program or other organizational

unit of the Member they are to represent. Appointment of the Member Representative shall be made by a senior officer of the Member institution at or above the level of Department Head.

Section 3. Associate Members: Universities, research institutions, not-for-profit organizations or government entities in the United States or other countries that are engaged in seismological research and development, but that do not otherwise qualify for IRIS voting membership, may be elected as nonvoting Associate Members by the affirmative vote of two-thirds of the members of the Board of Directors. Associate Members may appoint a nonvoting representative to attend Members' meetings. The rights and privileges of Associate Members with respect to participation in the scientific activities of IRIS will be according to policies established by the Board of Directors. Existing U.S. and Foreign Affiliates members will automatically become Associate Members on adoption of these Bylaws.

Section 4. Educational Affiliates: Educational and not-for-profit institutions chartered in the United States (including single or multiple campuses of multi-campus university systems), with a commitment to teaching in Earth science including seismology, may be elected as nonvoting Educational Affiliates by the affirmative vote of two-thirds of the members of the entire Board of Directors. An Educational Affiliate may appoint a nonvoting representative to attend Members' meetings. The rights and privileges of Educational Affiliates with respect to participation in the scientific activities of IRIS will be according to policies established by the Board of Directors.

Section 5. Resignation: Any voting Member or nonvoting Associate Member or Educational Affiliate may resign at any time by giving written notice to the Chair, President or Secretary of the Corporation. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein. Any resigning Member, Associate Member or Educational Affiliate shall remain liable for any unpaid portion of any membership fees, assessments or charges levied before the effective date of the resignation.

Section 6. Suspension and Expulsion: Any Member, Associate Member or Educational Affiliate may be suspended or expelled with cause by a two-thirds vote of the Board of Directors or by the affirmative vote of a majority of the entire voting Membership. Suspended Members, Associate Members or Educational Affiliates must stay current on all membership fees, assessments and charges. Expelled Members or Affiliates shall remain liable for any unpaid portion of any membership fees, assessments or charges levied before the effective date of the expulsion.

## Article III

### Meetings of the Members

Section 1. Place of Members' Meetings: Meetings of the Members shall be held at such place, within or without the State of Delaware, as the Board of Directors designates. If no designation is made by the Board of Directors, the place of meeting shall be the principal office of the Corporation.

Section 2. Annual Meeting: The annual meeting of the Members shall be held at such date, place and time as may be fixed by resolution of the Board of Directors.

Section 3. Special Meetings: A special meeting of the Members may be called only by the President, the Chair of the Board, the Board of Directors or at the request in writing of at least twenty-five percent (25%) of the voting Members. No notice of a special meeting need be given to Members if each Member entitled to vote at such meeting waives notice thereof in writing in accordance with the requirements of Article III, Section 4.

Section 4. Notice or Waiver of Notice: Written or printed notice, stating the place, date and time of the meeting and the purposes for which the meeting is called, shall be prepared and delivered by the Corporation not less than ten days nor more than sixty days before the date of the meeting. Such notice shall be delivered, by first class mail (postage prepaid), or email (provided that the Member has consented in writing to be notified by email), to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, addressed to the Member at its address as it appears on the records of the Corporation. When emailed, notices shall be deemed to be delivered when transmitted and addressed to the Member at its email address as it appears on the records of the Corporation. Whenever notice is required to be given under any provision of these Bylaws, a written waiver, signed by the Member entitled to notice, or a waiver by electronic transmission by the Member entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of the Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in any written waiver of notice or any waiver of electronic transmission unless so required by Law, the Certificate of Incorporation or the Bylaws.

Section 5. Presiding Officer of Meetings: The Chair of the Board of Directors, or in the absence of the Chair of the Board, the President, shall preside at all meetings of the Members. In the absence of the Chair of the Board and the President, the presiding officer shall be elected by a majority vote of the voting Members who are present at the meeting.

Section 6. Secretary of Meetings: The Secretary of the Corporation shall act as secretary of all meetings of the Members. In the absence of the Secretary, the presiding officer of the meeting shall appoint any other person to act as secretary of the meeting.

Section 7. Quorum and Adjournment: Except as otherwise provided by law or by the Certificate of Incorporation, a majority of the voting Members, represented in person or by proxy, shall constitute a quorum at a meeting of Members. The chair of the meeting or a majority of the voting Members so represented may adjourn the meeting from time to time, whether or not there is such a quorum. At any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the original meeting.

Section 8. Voting: Unless otherwise provided by law or by the Certificate of Incorporation, and subject to the other provisions of these Bylaws, each voting Member shall be entitled to one vote on each matter.

Section 9. Required Vote: Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, all matters other than the election of Directors submitted to the Members at any meeting shall be decided by the affirmative vote of a majority of the Members present in person or represented by proxy at the meeting and entitled to vote thereon.

Section 10. Election of Directors: Election of Directors shall be by written ballot. Directors shall be elected by a plurality of the votes of the Members entitled to vote on the election of Directors. For election of Directors to be valid, ballots must be submitted by a majority of the entire voting Membership.

Section 11. Action Without a Meeting: Notwithstanding anything to the contrary contained in these Bylaws, whenever voting Members are required or permitted to take any action by vote, such action may be taken without a meeting by use of a consent or consents, setting forth the action so taken, signed and dated by voting Members. For such actions to be valid, such consents must constitute not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members having a right to vote thereon were present and voted. Such consents must be received by the Secretary of the Corporation by certified or registered mail (return receipt requested), or other electronic transmission such as email within ten-sixty days (as determined by the Board) of the date the earliest dated consent is received by the Secretary. All voting Members shall be promptly notified in writing of any action taken.

## Article IV

### Board of Directors

Section 1. Powers: Full power in the management of the affairs of the Corporation is vested in the Board of Directors. To this end and without limitation of the foregoing or of the powers expressly conferred by these Bylaws, the Board of Directors shall have power to authorize such action on behalf of the Corporation, 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 to be in the best interests of the Corporation. The Board of Directors shall have the power to fill vacancies in, and change the membership of, such committees as are constituted by it.

Section 2. Composition: The Board of Directors shall be composed of nine (9) members. Each Director must be elected from among the primary Member Representatives of the voting Members as designated in accordance with Section 2 of Article II above.

Section 3. Election and Term of Office: Directors shall be elected by the voting Members at the Members' annual meeting for staggered three-year terms. Three Directors shall be elected to three-year terms each year. If an existing Board member is nominated and elected as Board Chair or Vice Chair, they may serve an additional three-year term in this position. The terms of newly elected Directors shall commence no later than sixty days after their election. Each Director shall continue in office until a successor is chosen and qualifies or until death, resignation or removal.

Section 4. Resignation: Any Director may resign at any time by giving written notice to the Chair, President or Secretary of the Corporation. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein.

Section 5. Removal: Any Director may be removed for cause by the affirmative vote of two-thirds of the Board of Directors or by a majority of the Membership present in person or represented by proxy at a meeting of the Membership.

## Article V

### Meetings of the Board of Directors

Section 1. Regular Meetings: A regular meeting of the Board of Directors shall be held without notice other than this Bylaw immediately after, and at the same place as, each annual meeting of Members. The Board of Directors may, by resolution, provide the time and place for the holding of additional regular meetings without notice other than such resolution. These meetings may be held in accordance with Article V, Section 8.

Section 2. Special Meetings: Special meetings of the Board of Directors shall be called at the request of the Chair of the Board, the President or a majority of the Directors.

Section 3. Place of Meetings: The Chair of the Board of Directors or the President shall designate the place and type (face-to-face or virtual) of any special meeting, which may be held either within or ~~without~~ outside the State of Delaware and which shall be specified in the notice of meeting or waiver of notice thereof.

Section 4. Notice of Meetings: Notice of any special meeting shall be given to each Director at least seven days before such meeting. Such notice shall be delivered by email or first class mail (postage prepaid). If mailed, such notice shall be deemed adequately delivered when deposited in the United States mails so addressed, with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice of such meeting. A meeting may be held at any time without notice if all the Directors are present (except as otherwise provided by law) or if those not present waive notice of the meeting in writing, either before or after such meeting.

Section 5. Quorum: Except as may be otherwise expressly required by law, the Certificate of Incorporation or these Bylaws, at all meetings of the Board of Directors a majority of the Directors then serving shall constitute a quorum. At all meetings of any committee of the Board of Directors, or of any committee of the Corporation established by the Board of Directors, a majority of the members of that committee shall constitute a quorum. If a quorum is not present, a majority of the committee members present may adjourn the meeting without notice other than by announcement at said meeting, until a quorum is present. At any duly adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Voting: Each Director shall be entitled to one vote. Except as otherwise expressly required by law, the Certificate of Incorporation or these Bylaws, all matters shall be decided by the affirmative vote of a majority of the Directors present at the time of the vote, if a quorum is then present.

Section 7. Action Without a Meeting: Any action required or permitted to be taken by the Board of Directors, or any committee of the Board of Directors, may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board of Directors or the applicable committee.

Section 8. Participation by Conference Telephone: In any meeting of the Board of Directors or any committee thereof, any one or more Directors or members of any such committee may participate by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## Article VI

### Officers

Section 1. Officers and Qualifications: The officers of the Corporation shall consist of a Chair and a Vice Chair of the Board of Directors, a President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time establish and appoint. The Chair and Vice Chair shall be members of the Board. Unless otherwise specified by Board action, other officers need not be Directors.

Section 2. Chair: The Chair of the Board of Directors shall, when present, preside at all meetings of the Board of Directors and shall perform such other duties and exercise such other powers as shall from time to time be assigned by the Board of Directors.

Section 3. Vice Chair: The Vice Chair of the Board of Directors shall preside, in the absence of the Chair, at all meetings of the Board of Directors and shall perform such other duties and exercise such other powers as shall from time to time be assigned by the Board of Directors.

Section 4. President: Except as otherwise provided by the Board of Directors, the President shall be the chief executive officer of the Corporation, and unless authority is given by these Bylaws or the Board of Directors to other officers or agents to do so, they shall execute all contracts and agreements on behalf of the Corporation. It shall be his or her duty, insofar as the facilities and funds furnished to him or her by the Corporation permit, to see that the orders and votes of the Board of Directors and the purposes of the Corporation are carried out. In the absence of the Chair or the Vice Chair of the Board of Directors, the President shall preside at meetings of the Board of Directors. The President may appoint advisory committees or panels to assist in carrying out the business of the Corporation.

Section 5. Secretary: The Secretary shall give notice of meetings of the Board of Directors and shall oversee the recording of all actions taken at such meetings. They shall have such other duties as are customary to the position of Secretary in a corporation of this type and such as shall from time to time be assigned by the Board of Directors.

Section 6. Treasurer: The Treasurer, subject to the control of the Board of Directors, shall oversee the collection and receipt, and shall have charge and custody of, the funds and securities of the Corporation. They shall have such other duties as are customary to the position of Treasurer in a corporation of this type and such as shall from time to time be assigned by the Board of Directors.

Section 7. Election and Term of Office: The Chair and Vice Chair of the Board of Directors shall each be elected by the voting Members for a term not to exceed three years or until his or her successor is chosen and qualifies. The Chair and Vice Chair of the Board shall not be eligible for reelection until another Director shall have served an intervening term, or a portion of a term of more than one year, as Chair or Vice Chair, respectively. All other officers of the Corporation shall be elected by the Board of Directors until their successors are chosen.

Section 8. Resignation: Any officer may resign at any time by giving written notice to the Chair, the Vice Chair, the President or Secretary of the Corporation. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein.

Section 9. Vacancies: Any vacancy in any office may be filled for the unexpired portion of the term of such office by the Board of Directors.

Section 10. Removal: The Chair and Vice Chair may be removed at any time either with cause by the affirmative vote of a majority of the entire voting Membership. Any other officer may be removed at any time either with cause by a majority vote of the Board of Directors.

## Article VII

### Committees and Advisory Council

Section 1. Board Committees: The Board of Directors may create such Board Committees as may be deemed desirable, the members of which shall be appointed by the Chair of the Board from among the Directors. Each such committee shall have only the lawful powers specifically delegated to it by the Board. The Board may at any time remove any Board Committee member with or without cause and/or fill any vacancy in any such committee.

Section 2. Advisory Committees: The Board of Directors may designate one or more ~~standing~~ Advisory Committees (also known as Standing Committees) for each major scientific, educational or research program to which the Corporation provides scientific counsel and advice or management direction. Advisory Committees may not act on behalf of the Board and recommendations from such committees must be approved by the Board. Each such committee shall serve at the pleasure of the Board. The Board will appoint a Board member as liaison to each Advisory Committee. The Board may at any time remove any ~~standing~~ Advisory Committee member with cause and/or fill any vacancy in any such committee.

Section 3. Other Committees: The Board of Directors may create committees other than Board or Advisory committees to be committees of the Corporation. Such committees shall be elected or appointed in such a manner as may be determined by the Board of Directors and shall have such lawful duties as may be specified by the Board. An individual may be a member of any such committee whether or not a Director or officer of the

Corporation. The Board may at any time remove any such committee member with cause and/or fill any vacancy in any such committee.

Section 4. Advisory Council: The Board of Directors may establish an Advisory Council to serve as an experienced advisory body to the Board. The size, responsibilities, and terms of members shall be determined by the Board of Directors. The Board may at any time remove any Advisory Council member with cause and/or fill any vacancy in such Advisory Council.

## Article VIII

### Nominations for Election of Directors

Section 1. Nominating Committee: No less than 180 days before the Members' annual meeting, the Board of Directors shall appoint a Nominating Committee consisting of Board and non-Board members, which shall prepare a slate of one or more nominees for each Director position to be filled. In accordance with the provisions of Section 2 of Article IV above, each nominee must be a primary representative of a voting Member as designated in accordance with Section 2 of Article II above. The Nominating Committee shall solicit the Directors and the voting Members for the names of suggested nominees and may propose names of candidates themselves. Any candidate meeting the applicable requirements shall be placed on the slate by the Committee upon receipt, at least 70 days before such annual meeting, of written nomination signed by at least 10 percent of the voting Members.

Section 2. Election: Election shall take place at the Members' annual meeting, or may be initiated by the Board of Directors as an "Action Without a Meeting" under the provisions of Article III Section 11. The Nominating Committee shall prepare and send to the Members an appropriate written ballot or consent form. Members shall be requested to return the ballots or consent forms to the Secretary in advance of the annual meeting.

## Article IX

### Fees and Dues

Section 1. Initial Membership Fee: Each new Member and Associate Member shall be required, at the discretion of the Board of Directors, to contribute an initial membership fee of two thousand five hundred dollars (\$2,500). Each Educational Affiliate shall be required, at the discretion of the Board of Directors, to contribute an initial membership fee of five hundred dollars (\$500). The initial membership fee may be changed from time to time by action of the Board of Directors without the requirement of amending this Bylaw.

Section 2. Fees and Assessments: In addition to the initial membership fee, every Member and Associate Member shall pay such fees or assessments, annual or otherwise, as may be authorized from time to time by the Board of Directors; provided, however, that all such fees and assessments shall be levied equally on all Members and Associate Members and shall not exceed two thousand dollars (\$2,000) per calendar year, or a total of ten thousand dollars (\$10,000) per Member or Associate Member. In addition to the initial membership fee, every Educational Affiliate shall pay such fees or assessments, annual or otherwise, as may be authorized from time to time by the Board of Directors; provided,

however, that all such fees and assessments shall be levied equally on all Educational Affiliates and shall not exceed four hundred dollars (\$400) per calendar year, or a total of two thousand dollars (\$2000) per Educational Affiliate. A Member, Associate Member, or Educational Affiliate which has resigned from the Corporation shall not be liable for any fees or assessments levied after the effective date of its resignation. Any Member, Associate Member or Educational Affiliate which fails to pay any fees or assessments within sixty days after such fees or assessments are payable may be removed from membership or affiliation for such nonpayment by the affirmative vote of two-thirds of the members of the entire Board of Directors.

## Article X

### Compensation

Section 1. Compensation: The Board of Directors shall have the power to fix the compensation and fees payable to the President for services rendered to the Corporation; provided, however, that no Director shall be paid any compensation for serving as Director. All Directors may be reimbursed for the actual expenses incurred in performing duties assigned to them by the Board of Directors.

Section 2. Dividends: The Corporation shall not pay dividends or distribute any part of its income or profit to its Members, Affiliates, Directors or officers.

## Article XI

### Indemnification

Section 1. Indemnification: The Corporation may indemnify anyone who is or was serving as a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent allowed by the Delaware General Corporation Law.

Section 2. Insurance: The Board may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

Section 3. Nonexclusivity; Survival; Amendments: The rights conferred on any person by this Article XI shall not be exclusive of any other right that such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, Bylaws, agreement, vote of disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding office. The Corporation is specifically authorized to enter into individual contracts with any or all of its Directors, officers, employees or agents respecting indemnification and advances to the fullest extent not prohibited by law. The rights conferred on any person by this

Article XI shall continue as to a person who has ceased to be a Director, officer, employee or other agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Any repeal or modification of this Article XI shall only be prospective and no repeal or modification hereof shall adversely affect the rights in effect under this Article XI at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any Director, officer, employee or agent of the Corporation. If this Article XI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall indemnify each Director or officer or other agent to the fullest extent permitted (a) by any applicable portion of this Article XI that shall not have been invalidated or (b) by any other applicable law.

Section 2. Other Rights Preserved. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those persons involved may be entitled under any agreement, vote of Members or disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

## Article XII

### Seal of the Corporation

Section 1. Seal: The seal of the Corporation shall be circular in form and shall bear the words and figures: "Incorporated Research Institutions for Seismology -- Delaware 1984" or words and figures of similar import. The form of such seal shall be subject to alteration by the Board of Directors.

## Article XIII

### Amendments to the Bylaws

Section 1. Amendments: All Bylaws of the Corporation shall be subject to amendment or repeal and new Bylaws may be made by an affirmative vote of seven or more members of the entire Board of Directors. Any such amendment, repeal or new Bylaws shall not take effect until at least 90 days after the voting Members have been informed in writing of the changes. The voting Members shall have the authority, by the affirmative vote of a majority of the entire voting Membership, to ratify, modify, or repeal in any respect any action taken by the Board of Directors under this section.