

DRAFT VERSION 1.2

Dec. 1, 2004

By-Laws of Computational Infrastructure for Geodynamics (CIG)

PREAMBLE

The By-Laws of the Computational Infrastructure for Geodynamics (CIG) are adopted by the Member Institutions for the purpose of conducting CIG business in a collegial manner. They should not be construed as overriding the standard responsibilities and prerogatives of Principal Investigators or their respective institutions. However, situations and issues may arise from time to time for which resolution through standard procedures cannot be achieved. Consequently, should the Director and the Executive Committee not be able to reach agreement on any given issue, the Director, as Principal Investigator on the core CIG grants/contracts, will ultimately retain full authority to make and implement decisions on core CIG programs and policies.

Article I Name

Section 1. Name: The name of the Organization is Computational Infrastructure for Geodynamics (abbreviated as CIG).

Article II Member Institutions

Section 1. Membership: Institutions that are both educational and not-for-profit, chartered in the United States, with a major commitment to research in Earth Science with a particular emphasis on geodynamics and computational geophysics, and related fields, including single or multiple campuses of multi-campus university systems, may become Members of the Organization. Governmental research laboratories with a close link to the academic research community in geodynamics and computational geophysics are also eligible for Membership. The current list of member institutions shall be maintained by the Director.

Section 2. Election: An institution applying for membership must be qualified as an educational and not-for-profit institution according to criteria adopted by the Electorate. Qualified institutions may be elected as members by the affirmative vote of two-thirds of the members of the entire Electorate, or by unanimous vote of the Executive Committee of CIG. The rights and privileges of Members with respect to participation in the scientific activities of CIG will be according to policies established by the Electorate.

Section 3. Foreign Affiliation: Institutions not chartered in the United States may be elected as Foreign Affiliates for an indefinite term by the affirmative vote of two-thirds of the members of the entire Electorate or by a unanimous vote of the Executive Committee of the Electorate. A Foreign Affiliate will be entitled to designate a nonvoting representative to the Electorate, and will be able to participate in all activities in the governance of CIG other than voting at business meetings as a regular CIG Member or

serving in a position specifically restricted to Electors. The rights and privileges of Foreign Affiliates with respect to participation in the scientific activities of CIG will be according to policies established by the Electorate.

Section 4. Resignation or Removal: Any Member or Affiliate may resign at any time by giving written notice to the Chairperson of the Executive Committee or the Director of the Organization. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein. Given sufficient cause, any Member may be removed by the affirmative vote of two-thirds of the Members of the entire Electorate.

Article III Electorate

Section 1. Powers: So long as they do not conflict with the responsibilities of Principal Investigators, power in the management of the affairs of the Organization is vested in the Electorate. To this end and without limitation of the foregoing or of its powers expressly conferred by these By-Laws, the Electorate shall have power to authorize such action on behalf of the Organization, 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 Electorate shall have the power to fill vacancies in, and change the membership of, such committees as are constituted by it.

Section 2. Power of Appointment: The term "Executive Officer" referred to in Sections 3-6 shall mean a Senior Officer of a Member institution above or at the level of Department Head.

Section 3. Composition: The Electorate shall be composed of one person from each of the Member institutions. An Executive Officer of each such Member institution shall designate one Elector, who shall 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 such member institution.

Section 4. Term of Office: Each Elector shall continue in office until a successor is chosen and qualifies or until he or she dies, resigns or is removed by an Executive Officer of the member institution.

Section 5. Resignation: Any Elector may resign at any time giving written notice to the Chairperson of the Executive Committee or the Director of CIG. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein.

Section 6. Alternate Electors: An Executive Officer of each Member institution may appoint from within the Member institution an alternate Elector to serve for the term specified by such appointment. In the absence of an Elector from any meeting of the Electorate, his or her alternate may, upon written notice to the Director of the Organization from the Elector or from a duly authorized representative of the Member institution of the Electorate, attend such meeting and exercise all the rights, powers and privileges of the absent Elector.

Article IV Meetings of the Electorate

Section 1. Annual Meeting: A meeting of the Electorate for the election of officers and for the transaction of such other business as may properly come before it shall be held once per year.

Section 2. Special Meetings: Special meetings of the Electorate may be called by the Chairperson of the Executive Committee or by the Director upon written request of at least four Electors or one-fifth (1/5) of the membership of the Electorate, whichever is greater.

Section 3. Place of Meetings: The Chairperson of the Executive Committee or the Director shall designate the place of the annual meeting or any special meeting and which shall be specified in the notice of meeting or waiver of notice thereof.

Section 4. Notice of Meetings: Notice of such meeting of the Electorate shall be given to each Elector by the Director, or by an officer directed by the Chairperson of the Executive Committee or the Director to give such notice, by delivering to him or her personally, by electronic means, or by first-class mail, postage prepaid, addressed to him or her at the address of his or her Member institution, a written or printed notice not less than thirty nor more than sixty days before the date fixed for the meeting. Notice of any meeting need not be given to any Elector, however, who submits a signed waiver of notice, whether before or after the meeting. The attendance of any Elector at a meeting without protesting prior to the conclusion of the meeting the lack of notice thereof shall constitute a waiver of notice by him or her. When a meeting is adjourned to another place or time, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

Section 5. Quorum: Except as may be otherwise expressly required by law or these By-Laws, at all meetings of the Electorate forty percent (40%) of the Electors then serving shall constitute a quorum. At all meetings of any committee of the Electorate a majority of the members of that committee shall constitute a quorum. For the purposes of election of Officers and Executive Committee members, a quorum shall be determined in accordance with Article VIII. If a quorum is not present, a majority of the Electors 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 Elector shall be entitled to one vote. Except as otherwise expressly required by law or these By-Laws, all matters shall be decided by the affirmative vote of a majority of the Electors 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 Electorate, or the Executive Committee, may be taken without a meeting if all Electors or the Executive 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 Electorate or the Executive Committee.

Section 8. Participation by Conference Telephone or Video Conference: In any meeting of the Electorate or any committee thereof, any one or more Electors 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 V Officers

Section 1. Officers and Qualifications: The officers of the Organization shall consist of a Chairperson and a Vice Chairperson of the Executive Committee, a Chief Software Architect, and a Director and such other officers as the Electorate may from time to time establish and appoint. Unless otherwise specified by Electorate action, officers need not be Electors.

Section 2. Chairperson: The Chairperson of the Executive Committee shall, when present, preside at all meetings of the Electorate and shall perform such other duties and exercise such other powers as shall from time to time be assigned by the Electorate. The Chairperson of the Executive Committee shall be an ex officio member of all CIG committees.

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

Section 5. Chief Software Architect: The Chief Software Architect will act as the chief advisor to the Director and Executive Committee on matters of software development and integration. The Chief Software Architect shall be a non-voting member of the Executive Committee.

Section 4. Director: Except as otherwise provided by the Electorate, the Director shall be the Chief Executive Officer of the Organization, and unless authority is given by the Electorate to other officers or agents to do so, he or she shall execute all contracts and agreements on behalf of the Organization. The Director shall be the Principal Investigator on proposals which fund the core CIG facility. It shall be his or her duty, insofar as the facilities and funds furnished to him or her by the Organization permit, to see that the orders and votes of the Electorate and the purposes of the Organization are carried out. In the absence of the Chairperson or the Vice Chairperson of the Executive Committee, the Director shall preside at meetings of the Electorate. The Director shall be a non-voting member of the Executive Committee.

Section 5. Election and Term of Office: The Chairperson and Vice Chairperson of the Executive Committee shall each be elected by the Electorate for a term not to exceed three years or until his or her successor is chosen and qualifies. The Chairperson of the Executive Committee shall not be eligible for reelection until another person shall have served an intervening term, or a portion of a term of more than one year, as Chairperson. All other officers of the Organization, with the exception of the Director, shall be elected by the Electorate for terms not to exceed three years or until their successors are chosen and qualify, and they shall be eligible for reelection. The Director and the Chief Software Architect shall be appointed by the Executive Committee.

Section 6. Resignation: Any officer may resign at any time by giving written notice to the Chairperson, the Vice Chairperson or the Director of the Organization. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein.

Section 7. Vacancies: Any vacancy in any office may be filled for the unexpired portion of the term of such office by a vote of the Electorate.

Section 8. Removal: Any officer may be removed at any time either with or without cause by vote of the Electorate.

Article VI Executive and Other Committees

Section 1. Executive Committee of CIG: There shall be established an Executive Committee of CIG comprised of four voting members (the Chairperson, the Vice Chairperson, and two additional members elected by the Electorate) and three non-voting members (the Director, the Chief Software Architect and the two Chairmen of the Science Steering Committee). The elected members of the Executive Committee shall have terms not to exceed three years or until his or her successor is chosen and qualified. Members of the Executive Committee may not simultaneously serve on of the Science Steering Committee.

Section 2. Powers of the Executive Committee of CIG: Unless otherwise provided by resolution adopted by the affirmative vote of a majority of the entire Electorate, the Executive Committee may have and may exercise all the powers of the Electorate, except that it shall not have authority as to the following matters:

- (a) the amendment or repeal of the By-Laws, or the adoption of new By-Laws;
- (b) the amendment or repeal of any resolution of the Electorate, which by its terms shall not be so amendable or repealable; and
- (c) the levying or assessment of fees and dues.

The responsibilities of the Executive Committee include coordination of activities, meetings, and workshops. The Executive Committee shall establish the priorities for software development undertaken by CIG. In establishing these priorities, the Executive Committee will consider input obtained from the Electorate directly and from recommendations made by the Science Steering Committee.

At all meetings of the Executive Committee, the presence of a simple majority of its members then in office shall constitute a quorum for the transaction of business.

Section 3. Special Committees: The Electorate may create such special committees as may be deemed desirable, the members of which shall be appointed by the Chairperson of the Executive Committee from among the Electors, with the approval of the Executive Committee. Each such committee shall have only the lawful powers specifically delegated to it by the Electorate.

Section 4. Science Steering Committee: There will be standing committees as defined in Article VII for overseeing the major scientific and research programs to which the Organization provides scientific counsel and advice or management direction and fiscal recommendations.

Section 5. Other Committees: The Executive Committee may create committees other than Standing or Special committees to be Committees of the Organization. Such committees shall be appointed in such a manner as may be determined by the Executive Committee and shall have such lawful duties as may be specified by the Executive Committee. An individual or an institution may be a member of any such committee whether or not they are an Elector or officer of the Organization.

Article VII Science Steering Committee

In order to carry out and oversee CIG operations, a Science Steering Committee (SSC) shall be established. The members will be selected by the Electors and will serve terms up to three years duration. A committee will be formed according to Article VI, section 4 to determine and prioritize software development from the perspective of the

Earth science and Computational science disciplines represented by the Electorate. This committee will evaluate the utility of software developed and delivered to the community by CIG. This committee will consider the community's needs and recommend changes in the levels of support of CIG development resources. The committee will formulate policies for evaluation of user proposals for CIG software development. At least twice per year, the committee shall report in writing to the Executive Committee priorities for software development and resource allocation.

Article VIII Elections

Section 1. Officers, Executive Committee, and Standing Committees: Officers, Executive Committee members, and Science Steering Committee members may be elected by the Electorate at the Annual Meeting or by an E-mail Election, in accordance with the procedures established in this Article.

Section 2. Nominating Committee: No less than 90 days before the Annual Meeting or the E-mail Election, the Executive Committee shall appoint a Nominating Committee, which shall prepare a slate of one or more nominees for each position to be filled. The Nominating Committee shall solicit the Electors for the names of suggested nominees. Any candidate shall be placed on the slate by the Committee upon receipt of written nomination signed by three Electors at least 40 days before the Annual Meeting.

Section 3. Mailed notice of election and ballot: If the election is to be held at the Annual Meeting, the ballot prepared by the Nominating Committee shall be included in the Notice of Meeting. If the election is to be held by E-mail, then a copy of the ballot shall be mail to the Electorate not less than thirty nor more than sixty days before the date fixed for the E-mail Election.

Section 4. Election: If the election shall take place at the Annual Meeting, it shall include the opportunity for nominations to be made from the floor. Election shall be by written ballot, which may be cast in person by an Elector at the meeting, or may be submitted by mail, email, or facsimile, if received by the Vice-Chairman before the meeting. If the Election is by E-mail, then the ballot shall be sent to the Electorate ten (10) days before the date of the Election. Election shall be valid if ballots are received from one-half of the membership of the entire Electorate in accordance with this Article, even if a quorum is not present for the purpose of conducting other business.

Section 5. Method of Voting: In the election of officers, a valid ballot shall contain at most one vote for each office; election shall be decided in favor of the nominee receiving a plurality of votes. In the election of Executive and Science Steering Committee members, a valid ballot shall contain no more votes than vacancies being filled; election to each vacancy shall be determined in sequence in favor of those qualified nominees with the most votes.

Section 6. Counting of ballots: Ballots shall be counted by the Vice- Chairman and the Chair of the Nominating Committee.

Article IX Compensation

Section 1. Compensation: The Electorate shall have the power to fix the compensation and fees payable to officers and employees for services rendered to the Organization; provided, however, that these fees and compensation are consistent with

the policies of the host Institution that oversees the employment of said person or persons, and that no Elector shall be paid any compensation for serving as Elector. All Electors may be reimbursed for the actual expenses incurred in performing duties assigned to them by the Electorate.

Section 2. Dividends: The Organization shall not pay dividends or distribute any part of its income or profit to its members, Electors or officers.

Article X Amendments to the By-Laws

Section 1. Amendments: All By-Laws of the Organization shall be subject to amendment or repeal and new By-Laws may be made by the affirmative vote of two-thirds of the entire Electorate at any annual or special meeting, the notice or waiver of notice of which shall have specified or summarized the proposed amendment, repeal or new By-Laws.