

Bylaws of the Observatories and Research Facilities for European Seismology
(ORFEUS)

Article I

Name

Section 1. The name of the Corporation is OBSERVATORIES AND RESEARCH FACILITIES FOR EUROPEAN SEISMOLOGY – with ORFEUS as official abbreviation.

Section 2. The Corporation is a non-taxable and non-profit inter-European society registered in the European country where the data center is to be located. The venue is the implied country and disputes shall be solved according to the Laws of the implied country.

Section 3. The objectives of the Corporation are:

- To promote all aspects of broad-band seismology in Europe.
- To operate a European Data Center for archiving and exchanging digital broad-band seismometer recordings (waveform data)
- To guide in matters concerning station location and design.
- To stimulate development of portable broad-band seismometer instrumentation
- To cooperate with intra- and extra-European societies and organizations on global coordination of matters concerning digital broad-band seismology.

Article II

Member Countries and Research Institutions in Europe

Section 1. National membership. The following named countries shall be initial members of ORFEUS, subject to their notifying ORFEUS of their acceptance of membership.

(List of countries that are eligible for membership and that have notified ORFEUS by the time that the Bylaws are adopted.)

Section 2. Institutional membership. Educational, governmental and semi-governmental institutions shall be eligible for membership, subject to their notifying ORFEUS of their acceptance of membership. Institutional membership is feasible in cases of non-national membership conditioned on the affirmative vote of two-thirds of the members of the entire Board of Directors.

Section 3. Resignations. Any member may resign at any time by giving written notice to the Chairman of the Board or the President of the Executive Committee. Such resignation shall take effect at the time of the receipt of the notice, or at any later time specified therein. Any resigning member shall remain liable for any unpaid portion of membership fees and any other membership fees, assessments or charges levied by the Board of Directors pursuant to ARTICLE XIII of the Bylaws before the giving of such notice. In cases where only national membership is resigned, institutional membership is subject to the conditions set forth in ARTICLE II, section 2.

Article III
Board of Directors

Section 1. Powers. The affairs of ORFEUS shall be supervised under the authority of the national and the institutional memberships through the Board of Directors. To this end and without limitation of the foregoing or of its 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 best. 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 one member from each of the member countries in Europe. Each national science research foundation being affiliated to ESF and each member institution shall designate one Director for membership on the ORFEUS board of Directors.

Section 3. Term of Office. Each member of the Board of Directors shall continue in office until his successor is chosen and qualifies or until he dies, resigns or is removed by the national or institutional member institution.

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

Section 5. Alternate Directors. Each member institution may appoint an alternate Director to serve for the term specified by such appointment. In the absence of a Director from any meeting of the Board of Directors, his or her alternate may, upon written notice to the Chairman from a duly authorized representative of the member institution of the Director, attend such meeting and exercise all the rights, powers and privileges of the absent Director.

Article V
Meetings of the Board of Directors

Section 1. Annual Meeting. The annual meeting of the Board of Directors for the election of officers and for the transaction of such other business as may properly come before it shall be held within the time period August/September each year, or on such other date within thirty (30) days prior or after said period as the Board of Directors may designate.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors or by the President of the Executive Committee and shall be called by the Secretary upon the written request of at least four Directors or one-third (1/3) of the membership of the Board, whichever is greater.

Section 3. Place of the Meetings. The Chairman of the Board of Directors or the President shall designate the place of the annual meeting or any special meeting, within Europe, 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 Board of Directors shall be given to each Director by the Secretary, or by an officer directed by the Chairman of the Board of Directors or the President of the Executive Committee to give such notice, by delivering to him or her personally, or by first-class mail, postage pre-paid, 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 day fixed for the meeting. Notice of any meeting need not be given to any Director, however, who submits a signed waiver of notice, whether before or after the meeting. The attendance of any Director 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 Bylaws, at all meetings of the Board of Directors or of any committee thereof a majority of the Directors or members of such committee then serving in such position shall constitute a quorum. If a quorum is not present, a majority of the Directors present may adjourn the meeting without notice other than by announcement at said meeting, until a quorum is present. At any duly adjourned meeting 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 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 thereof, may be taken without a meeting if all members of the Board of Directors or such 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 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 such committee may participate by means of a conference telephone or similar communications equipment allowing all such persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Article V

Officers

Section 1. Officers and Qualifications. The officers of the Corporation shall consist of a Chairman and a Vice Chairman of the Board of Directors, a President and Vice President of the Executive Committee, a Secretary, the Manager of the Data Center, a Treasurer and such other officers as the Board of Directors may from time to time establish and appoint. Officers, except for the Chairman and Vice Chairman of the Board, need not be Directors.

Section 2. Chairman. The Chairman 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 Chairman. The Vice Chairman of the Board of Directors shall preside, in the absence of the Chairman, 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 of the Executive Committee shall be the chief executive officer of the Corporation, and unless authority is given by the Board of Directors to other officers or agents to do so, he or she 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 Chairman or the Vice Chairman of the Board of Directors, the President shall preside at meetings of the Board of Directors.

Section 5. Vice President. The Vice President of the Executive Committee shall preside, in the absence of the President, at all meetings of the Executive Committee and shall perform such other duties and exercise such other powers as shall from time to time being assigned by the Executive Committee.

Section 6. Secretary. The Secretary shall give notice of meetings of the Board of Directors, shall record all actions taken at such meetings and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 7. Treasurer. The Treasurer, subject to the control of the Board of Directors, shall collect and receive, and shall have charge and custody of, the funds and securities of the Corporation. He or she shall have such other duties as are customary to the position of Treasurer in a corporation of this type such as shall from time to time be assigned by the Board of Directors.

Section 8. Election and Term of Office. The Chairman and Vice Chairman of the Board shall each be elected by the Board of Directors from among membership of the Board for a term of three years or until his or her successor is chosen and qualifies. The Chairman of the Board shall not be eligible for re-election until another Director shall have served an intervening term, or portion of a term more than one year as Chairman. All other officers of the Corporation shall be elected by the Board of Directors for terms of two years or until their successors are chosen and qualify. They may be chosen from among the Directors but need not be, and they shall be eligible for re-election.

Section 9. Resignation. Any officer may resign at any time by giving written notice to the Chairman, the Vice Chairman, the President or Secretary of ORFEUS. Such resignation shall take effect at the time or receipt of the notice, or at any later time specified herein.

Section 10. 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 11. Removal. Any officer may be removed at any time by vote of the Board of Directors.

Article VI

Other Committees and Advisory Council for the Board

Section 1. Special Committees. The Board of Directors may create such special committees as may be deemed desirable, the members of which shall be appointed by the Chairman of the Board from among the Directors, with approval of the Board. Each such committee shall have only the lawful powers specifically delegated to it by the Board.

Section 2. Other Committees. The Board of Directors may create committees other than standing or special committees to be committees of ORFEUS. Such committee 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 or an institution may be member of any such committee whether or not formally affiliated with ORFEUS.

Section 3. Advisory Council. The Board of Directors may establish an Advisory Council to serve as an experienced advisory body to the Board. The members of the Council shall serve for three-year terms and may be elected to subsequent terms. A Chairman of the Advisory Council shall be elected by the membership of the Council for a three-year term and may succeed himself. An individual or an institution may be a member of the Advisory Council whether or not formally affiliated with ORFEUS.

Article VII

Executive Committee of the Board

Section 1. Executive Committee of the Board. There shall be established an Executive Committee of the Board comprising a President, a Vice President and three additional members each selected by the Institutional Members for a term of three years or until his or her successor is chosen and qualified.

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

- a. the creation of new committees of ORFEUS;
- b. the amendment or repeal of the Bylaws, or the adoption of new Bylaws;
- c. the amendment or repeal of any resolution of the Board of Directors, which by its terms shall not be so amendable or repealable; and
- d. the levying or assessment of fees and dues.

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

Section 3. Technical Committees. By resolution adopted by the Board of Directors, the Board may designate one or more technical committees for each major scientific, educational or research program to which ORFEUS provides scientific counsel and

advice or management direction. Members of each such committee shall be appointed by the President, with the approval of the Executive Committee, and the Committee shall have only the lawful powers specifically delegated to it by the Executive Committee. Each such committee shall serve at the pleasure of the Executive Committee. An individual or institution may be member of a technical committee whether or not formally affiliated with ORFEUS.

Article VIII

Meetings of the Executive Committee of the Board

Section 1. *Semi-annual Meetings.* The semi-annual meetings of the Executive Committee for the transaction of such business as may properly come before it shall be held in the spring and in the fall each year and on such dates which the Executive Committee may designate.

Section 2. *Special Meetings.* Special meetings of the Executive Committee may be called by the President, by the Chairman of the Board of Directors, or upon written request by at least 3 Executive Committee members.

Section 3. *Place of Meetings.* The President of the Executive Committee shall designate the place of any of its meetings, preferably within Europe, and which shall be specified in the notice of the meeting or waiver of notice thereof.

Section 4. *Notice of Meetings.* Notice of such meeting of the Executive Committee shall be given to each member by the President, or by an officer directed by the Executive Committee to give such notice, by delivering to him or her personally, or by first-class mail, addressed to him or her at the address of his or her institution, a written or printed notice not less than thirty nor more than sixty days before the day fixed for the meeting. Notice of any meeting need not to be given to any member, however, who submits a signed waiver of notice, whether before or after the meeting. The attendance of any member at a meeting without protesting prior to the conclusion of the meeting 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 Bylaws, at all meetings of the Executive Committee or of any committee thereof a majority of the members of such committee then serving in such position shall constitute a quorum. If a quorum is not present, a majority of the 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 member shall be entitled to one vote. Except as otherwise expressly required by these Bylaws, all matters shall be decided by the affirmative vote of a majority of the members 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 Executive Committee or any committee thereof, may be taken without a meeting

if all members of such 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 committee.

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

Article IX

Election and Terms of Office for the Executive Committee

Section 1. Election of the Executive Committee. The President, Vice President and three other members of the Executive Committee of the Board shall be elected as such by the Institutional Membership representatives of ORFEUS for a term of three years. The President shall not be eligible for re-election until another President shall have served an intervening term, or portion of a term of more than one year, as President. All other members of the Executive Committee shall be elected for three years and they shall be eligible for re-election. Only scientists affiliated with ORFEU member institutions are eligible (candidates) to the Executive Committee, and terms of duty commence on 1 January and expire 31 December three years later. The Manager of the Data Center shall be the seventh non-voting member of the Executive Committee.

Section 2. Rules of Election of the Executive Committee. The President, with approval of the Executive Committee, appoints an Election Committee constituting three of its members but excluding the President. The Election Committee undertakes all practical arrangements with the election of a President, Vice President and the other three members of the Executive Committee. The following procedure shall be adhered to:

- Ask in writing each Institutional Member to forward candidate(s) for President, Vice President and membership in the Executive Committee no later than 1 April in the election year.
- Arrange the election during the subsequent annual or biannual meeting of either European Geophysical Society or European Seismological Commission, whichever be deemed most appropriate. If a quorum of Institutional Members are not present at such meeting, an election in writing takes place no later than 1 November in the election year.
- Each Institutional Member representative has one vote to the conditions that any one country is limited to five votes. If the Institutional Members of any one country exceed five, the national representative on the Board of Directors decides on national voting rights in these matters.

Section 3. Term of Office. Each member of the Executive Committee is elected for a period of three years unless re-elected.

Section 4. Resignation. Any member of the Executive Committee may resign at any time by giving written notice to the President. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein.

Section 5. *Alternate Members.* The national representation to the Board of Directors may appoint an alternate member to the Executive Committee to serve for the term specified by such appointment. In the absence of a Member from any meeting of the Executive Committee, his or her alternate may, upon written notice to the President or Secretary of ORFEUS, attend such meeting and exercise all the rights, powers and privileges of the absent Member.

Article X Fees and Dues

Section 1. *Initial Membership Fee.* Each member shall contribute an initial membership fee of one hundred Swiss Francs (SF 100).

Section 2. *Fees and Assessments.* Every member shall pay such fees or assessments, annual or otherwise, as may be authorized from time to time by majority vote of the entire Board of Directors; provided, however, that all such fees and assessments shall be levied equally on all members and shall not exceed five hundred Swiss Francs (SF 500) per calendar year or a total of five thousand Swiss Francs (SF 5,000) per member. A member who has resigned from ORFEUS shall not be liable for any fees or assessments levied after the effective date of its resignation. Any member which fails to pay any fees or assessments within sixty days after such fees or assessments are payable may be removed from membership for such non-payment by the affirmative vote of two-third of the members of the entire Board of Directors.

Article XI National Membership Fees and Dues

Section 1. *Initial Membership Fee.* Each national member shall contribute an initial membership fee of one thousand Swiss Francs (SF 1,000), time for payment to be decided by the Board of Directors.

Section 2. *Fees and Assessments.* Every member shall pay such fees or assessments, annual or otherwise, as may be authorized from time to time by majority vote of the entire Board of Directors; provided, however, that all such fees and assessments shall be levied proportionally on all members using a scale of proportion decided upon by the Board of Directors by the affirmative vote of two-third of the entire Board of Directors at any annual or special meeting. A member who has resigned from ORFEUS shall not be liable for any fees or assessments levied after the effective date of its resignation. Any member which fails to pay any fees or assessments within sixty days after such fees or assessments are payable may be removed from membership for such non-payment by the affirmative vote of two-third of the members of the entire Board of Directors.

Article XII Compensation

Section 1. *Compensation.* The Board of Directors shall have the power to fix the compensation and fees payable to officers and employees for services rendered to ORFEUS; provided, however, that no Director shall be paid any compensation for serving as Director. All Directors may be reimbursed by their respective national science research agency or institutions, for the actual expenses incurred in performing duties assigned to them by the Board of Directors.

Article XII
Compensation

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

Article XIII
Indemnification

Section 1. Indemnification. The Corporation shall have the power to indemnify any Director, officer, employee or agent to the fullest extent permitted, and in accordance with the standards and procedures provided by laws of the country in which said person is employed; provided, however, that the indemnation provided for herein shall apply only upon the determination of the Board of Directors that indemnification is proper in the circumstances because such Director, officer, employee or agent has met the applicable standard of conduct prescribed by the law. Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of disinterested directors or (2) if such quorum is not obtainable, or even if obtainable if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights at which such Director, officer, employee or agent may be entitled.

Article XIV
Fiscal Year

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of January and end on the thirty-first day of the following December.

Article XV
Seal

Section 1. Seal. The seal of ORFEUS shall be circular in form and shall bear the words and figures: "Observatories and Research Facilities for European Seismology – 1984" or words and figures of similar import. The form of such seal shall be subject to alteration by the Board of Directors.

Article XVI
Amendments

Section 1. Amendments. All Bylaws of the Corporation shall be subject to amendment or repeal and new Bylaws may be made by the affirmative vote of two-thirds of the entire Board of Directors 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 Bylaws.

Article XVII
Dissolvement

Section 1. Dissolvement. If the Corporation is to be dissolved, any assets shall be disposed of by the Board of Directors (Article III) which is in office at the time of ORFEUS dissolution.