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BYLAWS OF THE INTERNATIONAL
ASSOCIATION FOR THE SEISMIC
PERFORMANCE OF NON-STRUCTURAL
ELEMENTS
(SPONSE ASSOCIATION)



ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the SPONSE Association for the conduct of its activities is located at the European Centre for Training and Research in Earthquake Engineering (EUCENTRE) on Via Ferrata 1 - 27100 Pavia, Italy.

SECTION 2. CHANGE OF ADDRESS

The address of the SPONSE Association's principal office can be changed only by amendment of these Bylaws.

SECTION 3. OTHER OFFICES

The SPONSE Association may also have offices at such other places, within or outside of Italy, where its activities may require and as the Board of Directors may from time to time designate.

ARTICLE 2. LANGUAGES

SECTION 1. PRINCIPAL LANGUAGE

The principal language of the SPONSE Association for the conduct of its activities is English.

SECTION 2. CHANGE OF LANGUAGE

The principal language of the SPONSE Association can be changed only by amendment of these Bylaws.

SECTION 3. OTHER LANGUAGES

The SPONSE Association may also use other languages when its activities may require and as the Board of Directors may, from time to time, designate.

50 ARTICLE 3. PURPOSES

51
52 SECTION 1. OBJECTIVES AND PURPOSES

53
54 The primary objectives and purposes of the SPONSE Association shall be:

55
56 To contribute to the improvement of the earthquake resilience of
57 communities by promoting research and education pertaining to the assessment,
58 design, analysis, and construction of earthquake-resistant non-structural elements
59 attached to buildings and facilities, and quantifying the effects of the seismic
60 performance of non-structural elements on seismic risk. For this purpose, non-
61 structural elements are defined as every part of a building and all its
62 contents with the exception of the structural elements specifically
63 designed as part of the load-resisting system. To this end, the SPONSE
64 Association's objectives may include, but not be limited to, the following.

65
66 A. Identify needs, establish priorities, promote research related to the
67 seismic performance of non-structural elements, and quantify the effects of the seismic
68 performance of non-structural elements on seismic risk.

69
70 B. Collect, analyse, compile, and correlate seismic and engineering data and
71 information on the seismic performance of non-structural elements.

72
73 C. Promote education and training on subjects related to the seismic
74 performance of non-structural elements.

75
76 D. Assist with the dissemination of research findings and technological
77 developments relevant to the seismic performance of non-structural elements.

78
79 E. Facilitate collaboration between industry, academia, professionals and
80 other parties interested in the seismic performance of non-structural elements.

81
82 F. Hold an annual International Workshop on the Seismic Performance of
83 Non-Structural Elements (The International SPONSE Workshop).

84
85 G. Represent and act for and on behalf of its Members with respect to
86 the foregoing objectives.

87
88 H. Promote the research programs related to the seismic performance of
89 non-structural elements of the A d m i t t e d Research Institutions, as defined in Article
90 4, Section 1 below.

91
92 I. Solicit support for its activities and accept funds from its members
93 and any private or public source for support of its activities.

97 ARTICLE 4. MEMBERS

98
99 SECTION 1. DEFINITIONS

100
101 The following definitions shall be applicable to these Bylaws, (reference to the
102 plural shall include the singular):

103 A. “Admitted Research Organisations” means colleges, universities and
104 research centres which have been admitted as a Member by the Board of Directors in its
105 sole discretion.

106 B. “Unadmitted Research Organisations” means colleges, universities
107 and research centres other than Admitted Research Institutions.

108
109 C. “Admitted Industrial Organisations” means engineering and/or architectural
110 consulting, manufacturing, insurance companies or other industrial firms, which have been
111 admitted as a Member by the Board of Directors in its sole discretion.

112
113 D. “Unadmitted Industrial Organisations” means engineering consulting,
114 manufacturing and insurance companies or other industrial firms other than Admitted
115 Industrial Organisations.

116
117 E. “Researcher” means individuals employed in teaching or research
118 positions at Admitted Research Organisations or Unadmitted Research Organisations,
119 and who are authorized by their respective Admitted Research Organisations or
120 Unadmitted Research Organisations to participate in the activities of the SPONSE
121 Association.

122
123 F. “Industry Representative” means individuals employed in Admitted
124 Industrial Organisations or Unadmitted Industrial Organisations, and who are
125 authorized by their respective Admitted Industry Organisations or Unadmitted
126 Industry Organisations to participate in the activities of the SPONSE Association.

127
128 G. “Members” means the members of the SPONSE Association as
129 specified in Article 4, Section 2 below.

130
131 SECTION 2. CATEGORIES OF MEMBERS

132
133 There are six (6) categories of Members as specified below: A.: Admitted
134 Research Organisations, B.: Researcher of Admitted Research Organisations, C.:
135 Researcher of Unadmitted Research Organisations, D.: Admitted Industrial
136 Organisations, E.: Industry Representative of Admitted Industrial Organisations, and
137 F.: Industry Representative of Unadmitted Industrial Organisations. The requirements
138 of eligibility for each category are as specified below, provided, however, that all
139 persons and entities admitted to membership of the SPONSE Association prior to the
140 effective date of the adoption by the Members of these Bylaws shall continue in the
141 status as Members after such adoption.

142
143 A. Admitted Research Organisations.

144
145 (1) Eligibility Requirements. The following are the requirements to

146 be eligible for, and to maintain membership in, the SPONSE
147 Association:

- 148
- 149 (a) Admission is limited to research organisations
150 worldwide that have demonstrated interest and a strong
151 research and education program in the seismic
152 performance on non-structural elements, as determined
153 by the Board of Directors in its sole discretion.
- 154 (b) Approval by the Board of Directors, within its sole
155 discretion, of a Research Organisation’s written
156 application for admission to membership; and
- 157
- 158 (c) Compliance with all requirements of these Bylaws,
159 including, without limitation, payment of dues and
160 admission fees as set by the Board of Directors.

161

162 (2) Representatives. Each of the Admitted Research Organisations,
163 through its respective Dean of its School of Engineering (or if
164 there is no such position, through such person holding a title most
165 similar to a Dean of the School of Engineering) or its Research
166 Centre Director (or if there is no such position, through such
167 person holding a title most similar to a Research Centre Director),
168 shall designate one (1) (“Representative”), who is empowered
169 to represent such Admitted Research Organisation, provided,
170 however, that in order to be eligible to serve as a Representative,
171 he or she must at the time of such designation, be an individual
172 Member in the category of Researcher of an Admitted Research
173 Organisation. A Representative may designate, from time to
174 time, an individual Member in the category of Researcher of
175 the same Admitted Research Organisation as the
176 Representative to serve as such Representative’s alternate,
177 (“Alternate”), provided, however, that such Representative shall
178 make such designation in writing. From time to time, the
179 Representative may revoke such designation and designate
180 another individual Member in the category of Researcher of the
181 same Admitted Research Organisation to serve as Alternate,
182 provided, however, that such Representative shall make such
183 revocation and designation in writing.

184

185 B. Researcher of Admitted Research Organisations.

- 186
- 187 (1) The following are the requirements to be eligible for, and
188 to maintain membership in, the SPONSE Association:
- 189
- 190 (a) Current status as Researcher at an Admitted Research
191 Organisation;
- 192
- 193 (b) Demonstrated strong interest, capability, and
194 participation in the subject of the seismic performance of
195 non-structural elements;

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- (c) Approval by the Board of Directors, within its sole discretion, of an individual's written application for admission to membership; and
- (d) Compliance with all requirements of these Bylaws, including, without limitation, payment of dues as set by the Board of Directors.
- (e) The eight founding Researchers of the SPONSE Association are:
 1. Timothy Sullivan, European Centre for Training and Research in Earthquake Engineering (EUCENTRE), Italy.
 2. Andre Filiatrault, University Institute for Advanced Studies (IUSS) of Pavia, Italy.
 3. Junwu DAI, Institute of Engineering Mechanics, China Earthquake Administration, China.
 4. Gilberto Mosqueda, University of California, San Diego, USA.
 5. Manos Maragakis, University of Nevada, Reno, USA.
 6. Rajesh Dhakal, University of Canterbury, New Zealand.
 7. Rodrigo Retamales, University of Chile, Chile.
 8. Gennaro Magliulo, University of Naples Federico II, Italy
- (f) Within six months of the approval of these Bylaws, each founding researcher will have its affiliated research organization provide in writing to the Secretary of SPONSE a request for its admission as Admitted Research Organizations. The request would include for admission as Researcher the founding researcher and any other researchers employed by the research organization interested in joining SPONSE.

(2) Transfer by Researcher to another Admitted Research Organisation. Researcher of an Admitted Research Organisations who transfers to become Researcher of another Admitted Research Organisation shall automatically maintain membership status as Researcher of Admitted Research Organisations, without re-approval by the Board of Directors, subject to complying with such other requirements of the Bylaws, as amended from time to time, necessary to maintain membership in good standing.

C. Researcher of Unadmitted Research Organisations.

- (1) Eligibility Requirements. The following are the requirements to be eligible for, and to maintain membership in, the SPONSE Association:
 - (a) Current status as Researcher at an Unadmitted

- 247 Research Organisation;
- 248
- 249 (b) Demonstrated strong interest, capability, and participation
- 250 in the subject of the seismic performance of non-structural
- 251 elements;
- 252
- 253 (c) Approval by the Board of Directors, within its sole
- 254 discretion, for admission to membership following an
- 255 individual's written application; and
- 256 (d) Compliance with all requirements of these Bylaws,
- 257 including, without limitation, payment of dues as set by
- 258 the Board of Directors.
- 259
- 260 (2) Transfer by Researcher of an Unadmitted Research
- 261 Organisation to another Unadmitted Research Organisation.
- 262 Researcher of Unadmitted Research Organisations who transfer
- 263 to become Researcher of another Unadmitted Research
- 264 Organisation shall automatically maintain membership status
- 265 as Researcher of Unadmitted Research Organisations, without
- 266 re-approval by the Board of Directors, subject to complying
- 267 with such other requirements of the Bylaws, as amended from
- 268 time to time, necessary to maintain membership in good standing.
- 269

270 D. Admitted Industrial Organisations.

271

- 272 (1) Eligibility Requirements. The following are the requirements to
- 273 be eligible for, and to maintain membership in, the SPONSE
- 274 Association:
- 275
- 276 (a) Admission is limited to Industrial Organisations
- 277 worldwide that have demonstrated interest and strong
- 278 industrial activities in the subject of the seismic
- 279 performance on non-structural elements, as determined
- 280 by the Board of Directors in its sole discretion.
- 281
- 282 (b) Approval by the Board of Directors, within its sole
- 283 discretion, of an Industrial Organisation's written
- 284 application for admission to membership; and
- 285
- 286 (c) Compliance with all requirements of these Bylaws,
- 287 including, without limitation, payment of dues and
- 288 admission fees as set by the Board of Directors.
- 289
- 290 (2) Representatives. Each of the Admitted Industrial Organisations,
- 291 through its respective President (or if there is no such position,
- 292 through such person holding a title most similar to a President),
- 293 shall designate one (1) ("Representative"), who is empowered
- 294 to represent such Admitted Industrial Organisation, provided
- 295 however, that in order to be eligible to serve as a Representative,
- 296 he or she must at the time of such designation, be an individual

297 Member in the category of Industry Representative of an
298 Admitted Industrial Organisation. A Representative may
299 designate, from time to time, an individual Member in the
300 category of Industry Representative of the same Admitted
301 Industrial Organisation as the Representative to serve as such
302 Representative's alternate, ("Alternate"), provided however,
303 that such Representative shall make such designation in writing.
304 From time to time, the Representative may revoke such
305 designation and designate another individual Member in the
306 category of Research of the same Admitted Industrial
307 Organisation to serve as Alternate, provided however, that such
308 Representative shall make such revocation and designation in
309 writing.

310

311 E. Industry Representative of Admitted Industrial Organisations.

312

313 (1) The following are the requirements to be eligible for, and
314 to maintain membership in, the SPONSE Association:

315

316 (a) Current status as Industry Representative at an Admitted
317 Industrial Organisation;

318

319 (b) Demonstrated strong interest, capability, and
320 participation in the subject of the seismic performance of
321 non-structural elements;

322

323 (c) Approval by the Board of Directors, within its sole
324 discretion, of an individual's written application for
325 admission to membership; and

326

327 (d) Compliance with all requirements of these Bylaws,
328 including, without limitation, payment of dues as set by
329 the Board of Directors.

330

331 (3) Transfer by Industry Representative to another Admitted
332 Industrial Organisation. Industry Representative of an
333 Admitted Industrial Organisation who transfers to become
334 Industry Representative of another Admitted Industrial
335 Organisation shall automatically maintain membership status
336 as Industry Representative of Admitted Industrial Organisations,
337 without re-approval by the Board of Directors, subject to
338 complying with such other requirements of the Bylaws, as
339 amended from time to time, necessary to maintain membership
340 in good standing.

341

342 F. Industry Representative of Unadmitted Industrial Organisations.

343

344 (1) Eligibility Requirements. The following are the requirements to
345 be eligible for, and to maintain membership in, the SPONSE
346 Association:

- 347
348 (a) Current status as Industry Representative at an
349 Unadmitted Industrial Organisation;
350
351 (b) Demonstrated strong interest, capability, and participation
352 in the subject of the seismic performance of non-structural
353 elements;
354
355 (c) Approval by the Board of Directors, within its sole
356 discretion, for admission to membership following an
357 individual's written application; and
358
359 (d) Compliance with all requirements of these Bylaws,
360 including, without limitation, payment of dues as set by
361 the Board of Directors.
362
363 (2) Transfer by Industry Representative of an Unadmitted
364 Industrial Organisation to another Unadmitted Industrial
365 Organisation. Industry Representative of Unadmitted Industrial
366 Organisations who transfer to become Industry Representative
367 of another Unadmitted Industrial Organisation shall
368 automatically maintain membership status as Industry
369 Representative of Unadmitted Industrial Organisations,
370 without re-approval by the Board of Directors, subject to
371 complying with such other requirements of the Bylaws, as
372 amended from time to time, necessary to maintain membership
373 in good standing.
374

375 SECTION 3. NON-MEMBER PARTICIPATION

376
377 The Board of Directors may establish other ways for those who do not qualify as
378 Members as defined in Article 4, Section 2 to participate in activities of the SPONSE
379 Association in a non-voting capacity. The Board shall define criteria and procedures
380 for accepting such applications and shall set appropriate dues or subscription fees.
381

382 SECTION 4. VOTING MEMBERS

383
384 Only the Members are authorized to vote with respect to matters specified in
385 these Bylaws.
386

387 SECTION 5. DUES, FEES, AND ASSESSMENTS

388
389 Each Member must pay, within the time and on the conditions set by the Board,
390 the dues, fees, and assessments in the amounts to be fixed from time to time by
391 the Board. The dues, fees, and assessments shall be equal for all Members of each
392 category, but the Board may, in its discretion, set different dues, fees, and assessment
393 for each category. Non-member participants shall be assessed dues or subscription fees
394 as set by the Board of Directors.
395
396

397 SECTION 6. TERMINATION AND SUSPENSION OF MEMBERSHIP

398
399 A membership in the SPONSE Association shall terminate on occurrence of any
400 of the following events:

401
402 A. Resignation of the Member, on reasonable notice to the SPONSE
403 Association;

404
405 B. Failure of the Member to pay dues, fees, or assessments as set by the
406 Board within sixty (60) days after the Board of Directors has delivered notice to such
407 Member that its dues, fees, or assessments have not been received and are due and
408 payable;

409
410 C. Occurrence of any event that renders the Member ineligible for
411 membership, or failure to satisfy membership qualifications; or

412
413 D. The Board may suspend or expel a Member based on the good faith
414 determination by the Board, or a committee or person authorized by the Board to make
415 such determination, that the Member has failed in a material and serious degree to
416 observe the rules of conduct of the SPONSE Association, or has engaged in conduct
417 materially and seriously prejudicial to the purposes and interests of the SPONSE
418 Association.
419

420
421 ARTICLE 5. ASSEMBLY OF MEMBERS

422
423 SECTION 1. DEFINITION AND DUTIES OF ASSEMBLY OF MEMBERS

424
425 The Assembly of Members is composed of all voting members of the
426 SPONSE Association. The Assembly of Members forms only if the total number of
427 SPONSE voting members is 16 or more. The principal duties of the Assembly of
428 Members include, but are not limited to, the following.

429
430 A. Elect the eight Directors that are Representatives of Research Organisations
431 Members.

432
433 B. Vote on any changes of these Bylaws.

434
435 C. Vote on specific actions per Sections 6 and 10 below.

436
437 D. Participate in the operations of the SPONSE Association as determined by
438 the Board of Directors.

439
440 SECTION 2. PLACE OF MEETINGS

441
442 Meetings of Members shall be held at the principal office of the SPONSE
443 Association or at such other place or places as may be designated from time to time
444 by resolution of the Board of Directors.

447 SECTION 3. REGULAR MEETINGS

448
449 The Members shall meet in each year during the SPONSE International
450 Workshop in which those Director positions subject to election under Article 6, Section
451 1 are to be elected for the purpose of electing Directors and transacting other
452 activities as may come before the meeting. Except as to certain Directors designated
453 by the Board as specified in Article 6, Section 1, with respect to all other Director
454 seats, the candidates receiving the highest number of votes up to the number of Directors
455 to be elected shall be elected. Cumulative voting for the election of Directors shall
456 not be permitted. Each voting member shall cast one vote, with voting being by
457 ballot only. The meeting of Members for the purpose of electing Directors shall be
458 deemed a regular meeting, and any reference in these Bylaws to regular meetings of
459 Members refers to this meeting.

460
461 SECTION 4. SPECIAL MEETINGS OF MEMBERS

462
463 Special meetings of the Members shall be called by the Board of Directors or
464 the President of the SPONSE Association. In addition, special meetings of the
465 Members for any purpose may be called by twenty five percent (25%) or more of the
466 Members.

467
468 SECTION 5. QUORUM FOR MEETINGS

469
470 A quorum shall consist of one third of the voting Members of the SPONSE
471 Association, represented in person or by proxy.

472
473 The Members present at a duly called and held meeting at which a quorum is
474 initially present may continue to do activities notwithstanding the loss of a quorum at
475 the meeting due to a withdrawal of Members from the meeting provided that any action
476 taken after the loss of a quorum must be approved by at least a majority of the voting
477 Members required to constitute a quorum.

478
479 In the absence of a quorum, any meeting of the Members may be adjourned
480 from time to time by the vote of a majority of the votes represented in person or by
481 proxy at the meeting, but no other activities shall be transacted at such meeting.

482
483 When a meeting is adjourned for lack of a sufficient number of voting Members
484 at the meeting or otherwise, it shall not be necessary to give any notice of the time and
485 place of the adjourned meeting or of the activities to be transacted at such meeting
486 other than by announcement at the meeting at which the adjournment is taken of the
487 time and place of the adjourned meeting. However, if after the adjournment a new
488 record date is fixed for notice or voting, a notice of the adjourned meeting shall be
489 given to each member who, on the record date for notice of the meeting, is entitled
490 to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45)
491 days.

492
493 SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

494
495 Every act or decision done or made by a majority of voting Members present

496 in person or by proxy at a duly held meeting at which a quorum is present is the act of
497 the Members, unless these Bylaws require a greater number.

498

499 SECTION 7. VOTING RIGHTS

500

501 Each Member is entitled to one vote on each matter submitted to a vote by the
502 voting Members. For those Director positions subject to election by the Members under
503 Article 6, Section 1, Election of Directors shall be by ballot.

504

505

506 SECTION 8. PROXY VOTING

507

508 Each Member entitled to vote shall have the right to do so either in person or
509 by a written proxy signed by the person, and filed with the Secretary of the SPONSE
510 Association. A proxy shall be deemed signed if the Member's name is placed on
511 the proxy (whether by manual signature, electronic transmission, or otherwise) by
512 the Member.

513

514 SECTION 9. CONDUCT OF MEETINGS

515

516 Meetings of the Members shall be presided over by the President of the
517 SPONSE Association, or, in the President's absence, the meeting shall be chaired
518 according to the following order of succession: Vice-President, Secretary, Treasurer.
519 In the event none of these individuals is present at a meeting, the chair shall be
520 chosen by a majority or the Directors present at the meeting. The Secretary of the
521 SPONSE Association shall act as Secretary of all meetings of Members, provided that
522 in his or her absence, the presiding officer shall appoint another person to act as
523 Secretary of the meeting.

524

525 Meeting of the Members can be conducted using conference telephone,
526 electronic video screen communication, or other communications equipment.

527

528 SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

529

530 Any action, which may be taken at any regular or special meeting of Members,
531 may be taken without a meeting if the SPONSE Association distributes a written ballot
532 to every Member entitled to vote on the matter. The ballot shall set forth the
533 proposed action, provide an opportunity to specify approval or disapproval of each
534 proposal, provide that where the person solicited specifies a choice with respect to any
535 such proposal the vote shall be cast in accordance therewith, and provide a reasonable
536 time within which to return the ballot to the SPONSE Association.

537

538 For those Director positions subject to election by the Members under Article
539 6, Section 1, Directors may be elected by written ballot. Such ballots for the election
of Directors shall list the persons nominated at the time the ballots are delivered.

540

541 SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES

542

543 With respect to those Director positions subject to election by the Members
544 under Article 6, Section 1, the SPONSE Association shall make available to Members

545 reasonable nomination and election procedures with respect to the election of Directors
546 by Members. Such procedures shall be reasonable given the nature, size, and
547 operations of the SPONSE Association, and shall include:

548
549 A. A reasonable means of nominating eligible persons for election as
550 Directors.

551
552 B. A reasonable opportunity for an eligible nominee to communicate to
553 the Members the nominee's qualifications and the reasons for the nominee's candidacy.

554
555 C. A reasonable opportunity for all eligible nominees to solicit votes.

556
557 D. A reasonable opportunity for all Members to choose among the eligible
558 nominees.

559
560 SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT
561 WITHOUT MEETING

562
563 Except as otherwise provided in these Bylaws, any action required or permitted
564 to be taken by the Members may be taken without a meeting, if all Members shall
565 individually or collectively consent in writing to the action. The written consent
566 or consents shall be filed with the minutes of the proceedings of the Members. The
567 action by written consent shall have the same force and effect as the unanimous vote
568 of the Members.

569
570
571 ARTICLE 6: DIRECTORS

572
573 SECTION 1. NUMBER OF DIRECTORS

574
575 A. The number of Directors shall be eleven (11).

576
577 B. Eight of the Directors shall be Representatives of Research Organisations
578 Members and elected by a vote of all of the Members.

579
580 C. Three of the Directors shall be Representatives of Industrial Organisations
581 Members and nominated by the eight elected Directors.

582
583 D. In 2015, an election by the Members will be held to elect the eight Directors
584 on the Board that are Representatives of Research Organisations Members.

585
586 E. Upon completion of the election of the eight Directors that are
587 Representatives of Research Organisations Members and nomination by the Board of
588 the three Directors that are Representatives of Industrial Organizations members, the
589 Board shall assign four of the Directors who are Research Organisation
590 Representatives and one of the Directors who is an Industrial Organisation
591 Representative to a term of one year (i.e. one year after the first Board of
592 Directors Meeting to be held on May 14, 2015). The Board shall assign the other
593 four Directors who are Research Organisation Representatives and the other two

594 Industrial Directors to a two-year term (i.e. two years after the first Board of
595 Directors Meeting to be held on May 14, 2015). This assignment of terms shall
596 either be done by the unanimous consent of all of the Directors or, if there is no
597 unanimity, by a random method. The intent of this one-time assignment of one-year or
598 two-year terms to Directors is to place the annual election of Directors to the Board on
599 a staggered basis, with the terms of half of the Research Organisation Representative
600 members of the Board and half of the Industrial Organisation Representative Members
601 expiring each year.

602

603 SECTION 2. POWERS

604

605 Subject to the provisions of these Bylaws relating to action required or
606 permitted to be taken or approved by the Members, the activities and affairs of the
607 SPONSE Association shall be conducted and all powers shall be exercised by or under
608 the direction of the Board of Directors.

609

610 SECTION 3. DUTIES

611

612 It shall be the duty of the Directors to:

613

614 A. Perform all duties imposed on them collectively or individually by
615 these Bylaws.

616

617 B. Appoint and remove, employ and discharge, and, except as otherwise
618 provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all
619 officers, agents and employees of the SPONSE Association.

620

621 C. Supervise all officers, agents and employees of the SPONSE Association
622 to assure that their duties are performed properly.

623

624 D. Meet at such times and places as required by these Bylaws.

625

626 E. Register their addresses with the Secretary of the SPONSE Association,
627 and notices of meetings mailed or telegraphed to them at such addresses shall be valid
628 notices thereof.

629

630 SECTION 4. TERMS OF OFFICE

631

632 A. Except as provided in Article 6, Section 1, each Director shall have a two-
633 year term beginning on the date of the annual International SPONSE Workshop.

634

635 SECTION 5. COMPENSATION

636

637 Directors shall serve without compensation except that they shall be reimbursed
638 their reasonable expenses incurred in attending Directors' meetings.

639

640

641 SECTION 6. PLACE OF MEETINGS

642

643 Meetings shall be held at such place, which has been designated from time to
644 time by resolution of the Board of Directors. Any meeting, regular or special, may be
645 held by conference telephone or similar communications equipment, so long as all
646 Directors participating in such meeting can hear one another.

647

648 SECTION 7. REGULAR MEETINGS

649

650 Regular meetings of Directors shall be held approximately quarterly on dates
651 established by the Board of Directors. One regular meeting of Directors must take place
652 each year during the SPONSE International Workshop.

653

654 SECTION 8. SPECIAL MEETINGS

655

656 Special meetings of the Board of Directors may be called by the President, the
657 Vice-President, the Secretary, or by any four Directors, and such meetings shall be
658 held at the place designated by the person or persons calling the meeting, and in the
659 absence of such designation, at the principal office of the SPONSE Association.

660

661 SECTION 9. QUORUM FOR MEETINGS

662

663 A quorum shall consist of a majority of the Directors.

664

665 Except as otherwise provided in these Bylaws, no activities shall be
666 considered by the Board at any meeting at which a quorum, as hereinafter defined,
667 is not present, and the only motion which the Chair shall entertain at such meeting
668 is a motion to adjourn. However, a majority of the Directors present at such meeting
669 may adjourn from time to time until the time fixed for the next regular meeting of the
670 Board.

671

672 The Directors present at a duly called and held meeting at which a quorum is
673 initially present may continue to do activities notwithstanding the loss of a quorum due
674 to a withdrawal of Directors from the meeting, provided that any action thereafter
675 taken must be approved by at least a majority of the required quorum for such meeting
676 or such greater percentage as may be required by these Bylaws.

677

678 SECTION 10. MAJORITY ACTION AS BOARD ACTION

679

680 Every act or decision done or made by a majority of the Directors present at a
681 meeting duly held at which a quorum is present is the act of the Board of Directors,
682 unless the Bylaws require a greater percentage or different voting rules for approval of
683 a matter by the Board.

684

685 SECTION 11. CONDUCT OF MEETINGS; ATTENDANCE AT MEETINGS
686 THROUGH ELECTRONIC COMMUNICATIONS

687

688 Meetings of the Board shall be presided over by the President of the SPONSE
689 Association, or, in the President's absence, the meeting shall be chaired according to

690 the following order of succession: Vice-President, Secretary, Treasurer. In the event
691 none of these individuals is present at a meeting, the chair shall be chosen by a
692 majority of the Directors present at the meeting.

693

694 Directors of the Board may participate in a meeting using conference telephone,
695 electronic video screen communication, or other communications equipment.

696

697 SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT
698 MEETING

699

700 Any action required or permitted to be taken by the Board of Directors may be
701 taken without a meeting, if all members of the Board shall individually or
702 collectively consent in writing to such action. Such written consent or consents shall
703 be filed with the minutes of the proceedings of the Board. Such action by written
704 consent shall have the same force and effect as the unanimous vote of the Directors.

705

706 SECTION 13. VACANCIES

707

708 The Board of Directors shall fill all of the vacancies that occur among its
709 members. Except as otherwise provided in these Bylaws, vacancies on the Board shall
710 be filled by approval of the Board. A person elected to fill a vacancy as provided in
711 this Section shall hold office until the next election of the Board of Directors.

712

713 Any Director may resign effective upon giving written notice to the President,
714 the Secretary or the Board of Directors, unless the notice specifies a later time for the
715 effectiveness of such resignation.

716

717 SECTION 14. NON-LIABILITY OF DIRECTORS

718

719 The Directors shall not be personally liable for the debts, liabilities, or other
720 obligations of the SPONSE Association.

721

722

723 ARTICLE 7. OFFICERS

724

725 SECTION 1. NUMBER OF OFFICERS

726

727 The officers of the SPONSE Association shall be a President, a Secretary, and a
728 Treasurer. The SPONSE Association may also have, as determined by the Board of
729 Directors, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers,
730 or other officers. Any number of offices may be held by the same person except that
731 the President shall only hold the office of President.

732

733 SECTION 2. QUALIFICATION, ELECTION, RESIGNATION,
734 REMOVAL, VACANCIES, AND TERM OF OFFICE

735

736 Any member of the Board of Directors may serve as officer of the SPONSE
737 Association. Officers shall be elected by the Board of Directors and each officer shall
738 hold office until resignation or a successor shall be elected and qualified, whichever
739 occurs first. Officers may be re-elected by the Board to any office. Terms of officers,

740 unless otherwise specified by the Board of Directors shall be the same duration as terms
741 of members of the Board of Directors. An officer may be removed, either with or
742 without cause, by the Board of Directors, at any time. Any officer may resign at any
743 time by giving written notice to the Board of Directors or to the president or Secretary
744 of the SPONSE Association.

745
746 SECTION 3. DUTIES OF PRESIDENT

747
748 The President shall be the chief officer of the SPONSE Association and shall,
749 subject to the control of the Board of Directors, supervise and control the affairs of the
750 SPONSE Association and the activities of the officers and the Executive Director, if
751 such position is established by the Board.

752
753 SECTION 4. DUTIES OF VICE-PRESIDENT

754
755 In the absence of the President, or in the event that the Board of Directors
756 determines that the President is unable to act, the Vice-President, if any, shall perform
757 all the duties of the President, and when so acting shall have all the powers of,
758 and be subject to all the restrictions on, the President.

759
760 SECTION 5. DUTIES OF SECRETARY

761
762 The Secretary shall be responsible for the maintenance of appropriate records
763 of the SPONSE Association.

764
765 SECTION 6. DUTIES OF TREASURER

766
767 The Treasurer shall be responsible for the financial affairs of the Association,
768 including the preparation of necessary tax or other financial reports, and the receipt,
769 disbursement, and investment of funds.

770
771 SECTION 7. DUTIES OF EXECUTIVE DIRECTOR

772
773 If the Board of Directors approves the hiring of a non-officer agent or employee
774 to serve as Executive Director, the duties of that position shall be to manage the affairs
775 of the SPONSE Association under the direction of the President and supervise any
776 other employees hired by the SPONSE Association.

777
778
779 ARTICLE 8. COMMITTEES

780
781 SECTION 1. EXECUTIVE COMMITTEE

782
783 The President, Vice-President(s), Secretary, Treasurer, and Past President
784 shall constitute the Executive Committee. The Past President shall be the immediate
785 past President, subject to the requirement that he or she remains a member of the
786 SPONSE Association. If an individual holds more than one of these positions, they shall
787 have only one vote as a member of the Executive Committee.

788
789 A. Powers and Authority of the Executive Committee. The Executive
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790 Committee shall act with the authority of the Board of Directors in the management
791 of the activities and affairs of the SPONSE Association, unless the Board of
792 Directors revokes or limits this authority, and in no event shall the following
793 authorities of the Board of Directors be delegated to the Executive Committee:

- 794
795 (1) Revision of these Bylaws.
796 (2) Filling vacancies on the Board of Directors.
797 (3) Amendment or repeal of any action of the Board of Directors
798 that contains a clause precluding such amendment or repeal.
799

800 SECTION 2. OTHER COMMITTEES

801
802 The Board of Directors, the President, or the Executive Committee if the
803 president so delegates, may establish committees and appoint members. Such
804 committees may include individuals who are not Members of the SPONSE Association.
805 Committees other than the Executive Committee shall act in an advisory capacity only,
806 and shall not represent their actions or statements as speaking on behalf of the SPONSE
807 Association.
808

809 ARTICLE 9. MAINTENANCE OF RECORDS

810 SECTION 1. MAINTENANCE OF ASSOCIATION RECORDS

811
812 The SPONSE Association shall keep at its principal office:

813
814
815 A. Minutes of all meetings of Directors, committees of the Board, and, if
816 the SPONSE Association has Members, of all meetings of Members, indicating the
817 time and place of holding such meetings, whether regular or special, how called, the
818 notice given, and the names of those present and the proceedings thereof.
819

820 B. Adequate and correct books and records of account, including accounts
821 of its properties and activities transactions and accounts of its assets, liabilities,
822 receipts, disbursements, gains, and losses.
823

824 C. A record of its Members, if any, indicating their names and addresses
825 and, if applicable, the class of membership held by each member, and the termination
826 date of any membership.
827

828 D. A copy of the SPONSE Association's Bylaws as amended to date,
829 which shall be open to inspection by the Members, if any, of the SPONSE Association
830 at all reasonable times during office hours.
831

832 SECTION 2. ANNUAL REPORT

833
834 The Board shall cause an annual report to be furnished not later than one hundred
835 and twenty (120) days after the close of the Association's fiscal year to all Directors of
836 the SPONSE Association, to any member who requests it in writing, and to all Members
837 in any year in which a membership meeting is required to elect the Board of Directors,
838 which report shall contain the following information in appropriate detail:
839

