



BYLAWS OF THE ANTI-SEISMIC SYSTEMS INTERNATIONAL SOCIETY (ASSISI)

Article 1. Name

- 1-1** The “Anti-Seismic Systems International Society” (hereinafter referred as the “Society”) is a non-profit organization to promote the use of seismic isolation, energy dissipation and active vibration control of structures. The acronym *ASSISI* may be used as the abbreviated name of the Society.
- 1-2** The acronym *ASSISI* symbolizes Assisi, the Italian city where the decision was made to establish the original Society on October 5, 2001, during the Closing Panel of the 7th International Seminar on Seismic Isolation, Passive Energy Dissipation and Active Control of Seismic Vibrations of Structures. As Assisi is internationally known as the city of Saint Francis, it carries the special meaning of “Peace and International Cooperation”. Having *ASSISI* as the acronym for the Society reaffirms the founders’ willingness to take a clear symbolic position against terrorism and their desire through concerted activities to build a better and safer world through international cooperation and collaboration.

Article 2 Head Office

- 2-1** The location of the head office of the Society shall be determined by the Board of Directors.

Article 3. Territorial Sections

- 3-1** Territorial Sections of the Society may be formed with the approval of the Board of Directors. All members of a Territorial Section must be members of the Society.
- 3-2** All activities of the Territorial Sections must be approved by the Board of Directors. Without such approval the name and logo of the Society may not be associated with Territorial Section activity.

Article 4. Purpose

- 4-1** The purpose of the Society shall be the pursuit of the following goals:
- a) To advance research in the development of techniques for seismic isolation, energy dissipation and active vibration control of structures and of innovative seismic retrofit methods using these techniques, applicable to all kinds of new or existing building and non-building structures, as well as bridges and non-structural items such as equipment and artwork;
 - b) To play an active role in the development and application of such technologies, including supporting research and educational activities, and promoting the development of guidelines for design and procedures for testing;
 - c) To provide information on the above technologies to national and international institutions, engineers and designers, regulatory officials and the general public;
 - d) To promote the application of the above technologies to all kinds of structures;
 - e) To draw the attention of construction policy decision-makers to the continual need for improving the seismic protection of infrastructure through the use of the above technologies; and



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- f) To promote international cooperation between engineers and scientists in all countries, both seismic and non-seismic, without distinction to political or religious beliefs.

4-2 The Society will accomplish its goals by:

- a) Co-organizing the World Conference on Seismic Isolation, Passive Energy Dissipation and Active Control of Seismic Vibrations of Structures (WCSI), to be held approximately every two years, under the co-chairmanship of a Member of the Society from the hosting country and the President of the Society;
- b) Holding or co-organizing conferences, regional seminars or workshops, to be chaired or co-chaired by the President or another expert delegated by the President;
- c) Exchanging information, data and expertise;
- d) Establishing and facilitating technical co-operation and joint projects between Members;
- e) Producing and distributing publications, research reports, and other technical information in the fields of interest of the Society;
- f) Maintaining a website with information for Members and the general public;
- g) Cooperating with national or international associations and societies with which the Society is affiliated or with which the Society has common interests;
- h) Cooperating, through contacts with other international, regional and national associations and societies for building technologies, seismic engineering, seismology and control of structural vibrations, for the joint organization of conferences, seminars and workshops on anti-seismic systems and for information and training, in order to create synergies toward the development and application of these technologies and to maximize the effectiveness of the efforts of all associations and societies;
- i) Producing media on seismic vibration control techniques, to enhance the understanding of institutions, public officials, designers and the general public; and
- j) Raising funds for research and for improving the services provided by the Society.

Article 5. Assets

5-1 The assets of the Society consist of:

- a) Movable or fixed property which belongs to the Society; and
- b) Financial assets held as bank accounts.

5-2 The revenue of the Society consists of:

- a) The annual membership dues, which are established by the Board of Directors, as well as any extraordinary fees that may be defined by the Board of Directors;
- b) Financial or property contributions from Members or third parties, including sponsorship contributions from companies in the seismic technology industry;
- c) Proceeds from the organization of events or participation in such events; and
- d) Any other revenue, such as, for example: 1) funds received through donations, occasional public collections; 2) grants received for the pursuit of research or other activities related to the Society's aims; 3) sale of media related to anti-seismic systems.

5-3 The Society shall use its assets and revenues solely for the pursuit of the goals defined in these Bylaws.



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Article 6. Members

6-1 The “Members” of the Society shall be any of the following:

- a) Individual Members,
- b) Corporate Members,
- c) Institutional Members, or
- d) Individual Honorary Members.

6-2 The requirements and procedures for admission of Members are governed by these Bylaws.

6-3 Any person with an interest in the goals of the Society may apply for membership of the Society as a Member. The applicant shall submit a letter stating their expression of interest in the Society and membership shall be confirmed by the Board of Directors.

6-4 Any public or private body (association, research institute, university, company, government agency and the like), considered by the Society as contributing to the advancement and achievement of the Society’s objectives may participate in the Society as a Corporate Member. The applicant shall submit a letter stating their expression of interest in the Society and membership shall be confirmed by the Board of Directors.

6-5 Any public or private body (association, research institute, university, government agency and the like), considered by the Society as contributing to the advancement and achievement of the Society’s objectives may participate in the Society as an Institutional Member. The applicant shall submit a letter stating their expression of interest in the Society and membership shall be confirmed by the Board of Directors. Institutional Members shall be non dues paying, and shall have no voting rights.

6-6 A Member may end their membership of the Society by submitting a resignation letter to the Secretary-General of the Society.

6-7 The Board of Directors may terminate the membership of any Member with due cause. The vote to terminate a Member must be justified and supported by at least two thirds of the members of the Board of Directors; and for an Honorary Member it must be justified and supported by at least two-thirds of the Members of the General Assembly. Before any vote on termination of membership, the Member under consideration shall be given the opportunity to respond to the case for termination.

6-8 Non-payment of membership dues for eighteen (18) or more months, or some other period as established by the Board of Directors, constitutes sufficient reason for ending membership of the Society.

Article 7. Governing Bodies

7-1 The governing bodies of the Society are the:

- a) General Assembly,
- b) Board of Directors, and
- c) Officers.



Article 8. General Assembly

8-1 The General Assembly comprises all Members (individual and corporate) who are current with their payment of the membership dues. Each Corporate Member organization shall be represented by two individuals appointed by the organization, to be called Corporate Representatives.

8-2 The General Assembly shall be held at least on the occasion of every Society World Conference, that is, approximately every two years. The General Assembly is called by a notice containing the date, time and place of the meeting and the agenda to be discussed, which shall be sent to all Members by email, not less than 3 (three) months prior to the date of the meeting. Under exceptional circumstances, to be justified by the President and accepted by a two-thirds vote of the Board of Directors, the notice to convene a General Assembly may be received by Members not less than 15 (fifteen) days prior to the date of the meeting. The General Assembly shall include provisions for online attendance and electronic voting.

8-3 The General Assembly shall be presided over by the President.

8-4 Special General Assembly

- a) A Special General Assembly may be held at a time other than the occasion of the Society World Conference. A Special General Assembly may be convened by the President, or by a request of at least half of the Board of Directors, or at least one-third of the Members of the Society.
- b) A Special General Assembly may be held online and may utilize electronic voting.
- c) The notice to convene a Special General Assembly shall be received by Members not less than 15 (fifteen) days prior to the date of the meeting.

8-5 The purposes of the General Assembly shall be to:

- a) Elect the members of the Board of Directors;
- b) Confirm recommendations for Honorary Members of the Society;
- c) Approve the financial report of the previous two years' term;
- d) Approve the proposed budget for the coming two years;
- e) Vote on any amendments to the Bylaws;
- f) Vote on any resolutions laid before it by the Board of Directors, or any Member;
- g) Select the location of the next World Conference and General Assembly, or delegate the authority for this selection to the Board of Directors; and
- h) Consider any other matters concerning the Society.

8-6 If for any reason a General Assembly cannot be convened, the Secretary General may organize, via email, voting on resolutions by electronic balloting. Votes shall be considered valid if received by the Secretary-General within the time stated on the ballot. Approval of any resolution (except those falling under Article **14**) shall require a simple majority of those voting.

8-7 At any General Assembly, a majority vote shall be required to approve resolutions, except as required by Article **14**. The decision shall be valid provided the Members with voting rights present at the General Assembly or represented there shall not be less than one-third of those eligible to vote. If the number of Members with voting rights present is less than one-third of all of those Members eligible to vote, an electronic mail ballot shall be held, and the conditions for approval of the resolution shall be as given in Article **8.6**.



8-8 Any Member may put a resolution before the General Assembly, provided that the resolution is submitted to the Secretary-General at least 30 days prior to the date of the General Assembly.

Article 9. Board of Directors

9-1 The Board of Directors of the Society shall consist of:

- a) Seven members, elected from the Members of the Society. Their election shall be on the occasion of the General Assembly held in conjunction with the World Conference, or separately by means of electronic balloting. These members shall be from different countries, and at least two different continents, both different from the continent of the President;

and:

- b) The Officers of the Society;
- c) The Chairman of the World Conference during which the General Assembly occurs;
- d) The Chairman of the next World Conference, who shall be a Member of the Society and shall be appointed by the national organization responsible for hosting the World Conference and the General Assembly meeting; and
- e) Any other persons, such as Territorial Coordinators, who may be co-opted by the above-stated members of the Board of Directors.

9-2 All Board of Directors members shall be up-to-date with their payment of membership dues. Voting rights shall be suspended until payment of outstanding dues.

9-3 The members of the Board of Directors, including the Officers, shall assume their position and responsibilities at the first communication of the new President after his or her election; they shall remain in office for four years, until the first communication of the next President;

9-4 Meetings of the Board of Directors shall be called and presided over by the President. A meeting may also be called by at least half of the members of the Board of Directors.

9-5 Advance notice of not less than 15 (fifteen) days shall be given for any meeting of the Board of Directors that will be held online, and not less than two months for a meeting that will be held in-person. Shorter notice may be acceptable if such notice is agreed by the Board of Directors.

9-6 During the interval between General Assemblies, the Board of Directors shall function through online meetings and email correspondence.

9-7 The Board of Directors has the following powers and responsibilities:

- a) To implement decisions and policies established by the General Assembly;
- b) To decide on the admission of Members and terminations of membership;
- c) To propose the admission of Honorary Members to the General Assembly;
- d) To assist the national organization responsible for hosting the World Conference;
- e) To make recommendations for action to the General Assembly;
- f) To fill any vacancy on the Board of Directors that may occur between General Assemblies;
- g) To approve the formation of, and dues for, Territorial Sections;
- h) To decide on Society membership dues for individuals and corporate member organizations;



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- i) To implement and manage the Society annual and bi-annual budgets; and
- j) To decide on financial matters within the framework of the bi-annual budget approved by the General Assembly.

9-8 The Board of Directors, at its discretion, may establish a secretariat, comprising either Members or non-Members of the Society, and determine remuneration, if any, for their work. The members of the secretariat shall assist the Officers in activities as the Board of Directors may direct.

9-9 A quorum of five voting members is required for any meeting of the Board of Directors. A majority of the members present entitled to vote shall be required to approve the resolutions of the Board of Directors; in case of equality, the casting vote of the President shall prevail.

Article 10. Officers

10-1 The Officers of the Society shall be the President, the Past-President, one or two Vice-Presidents, the Secretary-General and the Treasurer of the Society. If the Secretary-General or Treasurer are not elected by the General Assembly, they shall not have Board of Directors voting rights.

10-2 The Chairman of the next World Conference may not be President.

10-3 The President of the Society shall be elected by the General Assembly and shall remain in office for a term of four years, until the second General Assembly following his or her first election. The President shall not serve consecutive terms. In the event that the President leaves office before his or her term is complete, the Board of Directors shall select one of the Vice-Presidents to replace the President for the remainder of his or her term. In the event that the President serves for less than two years before leaving office, he or she shall be eligible to seek re-election for the subsequent Presidential term.

10-4 One or two Vice-Presidents may be selected by the President from the elected members of the Board of Directors, before the first meeting of the Board of Directors. The Vice-President(s) shall be eligible for re-appointment without any limit.

10-5 The President and the Vice-President(s) shall all be from different countries, and from at least two different continents.

10-6 The Secretary-General and the Treasurer shall be nominated by the President from the Members of the Society and confirmed by the Board of Directors at its first meeting. The Secretary-General and the Treasurer shall be eligible for re-appointment without any limit.

10-7 The President may propose, with appropriate reason, the replacement of either or both of the Vice-Presidents, the Secretary-General or the Treasurer to the Board of Directors at any time. Confirmation of any replacement shall require majority vote consent of the Board of Directors.

10-8 The President shall have the following responsibilities:

- a) To act on behalf of the Society in accordance with these Bylaws and policies adopted by the General Assembly and the Board of Directors;
- b) To convene meetings of the Board of Directors and the General Assembly and to preside over them;
- c) To appoint the Territorial Coordinators; and
- d) To co-chair the World Conference.



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10-9 The Vice-President(s) shall assume the duties of the President at his or her request when the President is unavailable.

10-10 The Secretary-General shall have the following responsibilities:

- a) To maintain the records of the Society;
- b) To act as secretary for the President and the Vice-President(s) during their period of office; and
- c) To coordinate and monitor all the activities of the Society.

10-11 The Treasurer shall have the following responsibilities:

- a) To assist the Board of Directors in all financial matters;
- b) To propose the Society annual budget;
- c) To manage the finances and maintain the accounts of the Society;
- d) To keep in trust any monies contributed to the Society; and
- e) To provide an annual Statement of Accounts for the Society.

Article 11. Honorary Members

11-1 Honorary Members of the Society shall be individuals selected on the basis of their distinguished service in fields related to the objectives of the Society. The admission of Honorary Members shall be proposed by the Board of Directors and shall be decided by a General Assembly of the Society.

11-2 The President of the Society shall automatically become an Honorary Member at the conclusion of his or her term.

11-3 Honorary Members shall not be required to pay Society membership dues and shall not have General Assembly voting rights.

Article 12. Conferences, Workshops and Other Activities

12-1 Any Member who desires to host the next (future) World Conference shall send a proposal to the President prior to the occurrence of the upcoming (current) World Conference. The Board of Directors shall evaluate all proposals received and decide upon the host and location of the next World Conference.

12.2 Members may organize workshops on specific topics. Any workshop shall be approved by the Board of Directors.

12.3 Members may organize seminars for the education of engineers and scientists and/or public officials and the general public. Any seminar shall be approved by the Board of Directors.

12-4 The research activities of the Society will be undertaken by working groups on specific topics; and these topics shall be proposed to the Board of Directors for approval.

12-5 As funds may be available, the Society may choose to provide financial support or assistance to young engineers or scientists to further their studies or training. Any decision to award such funding shall be made by the Board of Directors.



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Article 13. General Finances

- 13-1** Annual membership dues, the amount of which shall be established by the Board of Directors, shall be due and payable by January 31st of each year.
- 13-2** The business year of the Society ends on December 31st of each year.
- 13-3** At the end of each business year, and not later than January 31st of the following year, the Treasurer shall submit a draft of the Statement of Accounts of the Society to the Board of Directors. The Statement of Accounts for the preceding year shall be submitted to the General Assembly meeting held at the time of each World Conference.
- 13-4** Operating expenses of the Society shall be met by the Society budget as decided by the Board of Directors.
- 13-5** The foregoing shall not preclude any Member from voluntarily contributing to the funds of the Society or to the organizing expenses of any activity of the Society.

Article 14. Amendments to Bylaws

- 14-1** Adoption of any amendment to the Bylaws shall require a two-thirds affirmative majority of the Board of Directors and a two-thirds affirmative majority of the Members of the Society. If the Members participating in a General Assembly are fewer than half of those eligible to vote, an electronic mail ballot of Members shall be held. Such ballot votes are valid if received by the Secretary-General within 15 days after the conclusion of the applicable General Assembly.

Article 15. Operating Procedures

- 15-1** Operating procedures for the Society (including rules for specific tasks) as necessary, and any revisions thereof, shall be established by the Board of Directors.

Article 16. Dissolution

- 16-1** The term of existence of the Society is unlimited.
- 16-2** In the event of dissolution of the Society, the General Assembly shall appoint one or more liquidators who shall handle the liquidation of the assets according to applicable law. If a General Assembly cannot be convened, any member of the Board of Directors may ask a competent authority to appoint one or more liquidators.
- 16-3** Whatever remains after completion of the liquidation process shall be transferred to another society or association with similar aims, or to other organizations with public utility aims, chosen by the liquidators on the basis of the indications given by the General Assembly and after consulting the applicable laws of the State of California and the United States of America.

Adopted: August 24, 2022