

**ASSOCIATION for the CONTROL of STRUCTURES
(ACS)**

BYLAWS

Organization- Office- Objectives -Duration

ARTICLE I

The **Association for the Control of Structures -ACS** is organized in agreement with item 14 of the Italian Civil Code.

ARTICLE II

'The Association for the Control of Structures -ACS (henceforth referred to as "Association") has its temporary legal office in Pavia, corso Mazzini 1/A, c/o dr. Onofrio Restivo who acted as notary for the organization of the Association. The operative office will be the President domicile.

The Association may form internal and peripheral sections and may twin with other, even foreign, associations having similar objectives.

ARTICLE III

The Association does not pursue political and/or religious goals. It is a non-profit corporation. Its objectives shall be the advancement of the science and practice of structural control and monitoring.

The Association, by itself or by the management of a third party, will pursue these objectives by discussions, meetings, conferences, inquiries and researchs; it will edit and distribute bulletins and publications informative of its activity; it will exploit all the available communication media.

In order to achieve its objectives, the Association may charge and discharge staff. It may conduct all operation the Board of Directors may deem proper to pursue the Association objectives, except any form of trade.

ARTICLE IV

The Association is organized with no temporallimit and, in any case, for all the period required by the achievement of its objectives.

Membership

ARTICLE V

There shall be five classes of membership: Active, Subscribing, Honorary, Retired and Student Members.

ARTICLE VI

Active, Subscribing and Student membership is limited to applicants, both Italians and foreigners, whose qualifications coincide with Article VII of the Bylaws. The application shall contain the declaration of the applicant of being aware and accepting the Bylaws and regulations of the Association; for this purpose, a standard form shoul be filled, signed and submitted to the Board of Directors. The applicants by at least two members who guarantee their moral and civil behaviour.

The application is examined by the Membership Committee that transmits its advice to the Board of Directors. The latter body expresses its decision, in a definite months since the application date.

Active members shall be elected upon receiving unanimous approval of the Board cribing Members, Student Members and Retired Members shall be elected upon receiving a majority approval of the Board of Directors.

Honorary Members shall be appointed upon receiving unanimous approval of the board of Directors.

Membership in the Association may be terminated by resignation, by cancellation because of missed annual dues or by expulsion voted by the Board of Directors because of significant moral and disciplinary reasons.

ARTICLE VII

There shall be:

Active Members. All persons seriously interested in the Association objectives as evidenced by accomplishments, by teaching and research in related subjects. The Germined by the Board of Directors consulting the Membership Commitee.

Subscribing Members. Persons, firms, corporations, University Institutes or Departments and other associations who make regular financial contributions to the Association.

Retired Members. Upon application to the Board of Directors, Active Members having five (5) or more years of

membership and being age 65 or more may be granted Retired Members status.

Student Members. Full-time university (graduate and undergraduate) students of courses related to the objectives of the Association, as well as researchers active in members must be of age not greater than 35.

Honorary Members. Honorary Members are persons who have made outstanding e field or activity of the Association. Only Active and Honorary Members shall be eligible to vote and hold office.

ARTICLE VIII

All the Members, except the Honorary Members, will contribute the Association the relevant annual dues. These shall be established, together with any additional contribution (different for the different classes of membership) as it shall deem proper, by the General Meeting of the Membership which passes the yearly budget.

The decision on the annual dues and the possible additional contribution must be sent the members at least 30 days before the deadline.

Each member who disagrees may complain with the Board of Directors. It must reply within 15 days. If the dissent persists, the member may resign.

Officers and Meetings

ARTICLE IX

In order to achieve its objectives, the Association will use the following officers and meetings:

- A) The General Meeting of the Membership;
- B) The Board of Directors;
- C) The Membership Committee;
- D) The President and the Vice-President;
- E) The Secretary;
- F) The Treasurer.

ARTICLE X

The General Meeting of the Membership shall be called by order of the President at least twice per year for the approval of the budget and of the balance-sheet, as presented by the Board of Directors, and at any time the President deems it proper or after written demand of one third of the voting members.

Notice of any meeting shall be given to each member by sending written notice of the agenda, place and time (in its first and second assembly, the latter one being delayed of at least one hour) at least 8 working days prior to such meeting.

The right of participate is reserved to the members who paid the annual dues and contributions.

The General Meeting in its first assembly requires the presence of more than one half of the voting members; in its second assembly it requires one third of the voting members.

The chairman is generally the President; when he is absent the Vice-President will chair the General Meeting. When both of them are absent, the chairman will be elected.

The minutes of the meeting are prepared by the Secretary; when he is absent the President will appoint an acting secretary among the present members and, when suitable, two tellers.

The General Meeting of Members deliberates, upon receiving a majority approval, except for the Association dissolution which requires to be voted by more than two third of the present members. Only Active and Honorary Members are eligible to vote.

Members that cannot attend meetings may submit proxies; no more than 5 can be collected by a single member. The Association officers and its personnel may not be delegated.

A voice vote shall be adopted at all times except when one discusses persons or offices; in this case the vote shall be secret. The appointment to an office may be done by acclamation.

The General Meeting of the Membership defines the general address of the association activity and approve by March 31 the past balance-sheet and by December 31 the next budget. During the latter meeting it decides the annual dues.

The General Meeting states possible modifications of these Bylaws and discusses any topic suggested by the Board of Directors.

Every two years, when the budget is approved, the General Meeting elects the members of the Board of Directors.

ARTICLE XI

The Board of Directors of the Association shall consist of either five or seven members who are elected by the General Meeting of the Membership every two years and may be reelected.

It is chaired by the President or, in the event of absence or disability of the President, by the Vice-President. Its decisions require a majority approval of the Board of Directors; when two opposite statements receive an equal number of votes, the vote of the President decides.

The minutes of the meetings must be signed by the persons who act as president and secretary.

The powers and duties of the Board of Directors are:

- (a) to execute the decisions of the General Meeting of the Membership;
- (b) to have meetings at least four time per year by order of the President or by written demand of three Directors;
- (c) to elect within the Board the President, the Vice-President, the Secretary and the Treasurer. The last two offices may

be assigned to the same person;

(d) to conduct, manage and control the affairs of the Association, except for the aspects specified in these Bylaws and the associated regulations;

(e) to prepare every year budget and balance-sheet with the corresponding relations to be submitted to the approval of the General Meeting of the Membership and to propose the annual dues for the different classes of members;

(f) to formulate activity programs and to present proposals to the General Meeting of the Membership;

(g) to approve and admit members of all classes as defined behind; communication is due at the next General Meeting of Membership;

(h) to decide disciplinary measures when it is required;

(i) to make internal regulations not inconsistent with law and these Bylaws in order to promote the Association management;

(j) to appoint special committees for the development of specific activities;

(k) to deliberate the adhesion of or the twinning with National or International establishments and associations; communication is due at the next General Meeting of Membership. Whenever a vacancy occurs in the office of Director, the member who received the larger number of votes without becoming Director shall be appointed. In the case the majority of the Directors must be replaced, new elections shall be organized.

ARTICLE XII

The Membership Committee, appointed by the Board of Directors, consists of three members for the analysis of the applications of new members and the formulation of an advice to the Board of Directors.

ARTICLE XIII

The powers and duties of the President are:

(a) to preside at all Meetings of the Board of Directors and of the members. He shall be Chairman of the Board of Directors and of the General Assembly of the Membership;

(b) to execute all the decisions of the Board of Directors, giving instructions to the Association officers;

(c) to organize the Association activity and to watch over the correct application of Bylaws and regulations;

(d) to open bank accounts for the Association in consultation with the Treasurer;

(e) to represent the Association for the mail and telecommunication services or other public and private companies and in judgement;

(f) to sign the cheques; this operation may also be shared with or demanded to the Treasurer.

If required, the President has all the powers of the Board of Directors; by 15 days the Board of Directors must be called to approve his decisions.

ARTICLE XIV

The Vice-President shall, in the event of the absence or disability of the President, perform the duties and exercise the power of the President.

ARTICLE XV

The Secretary is the member of the Board of Directors who, in cooperation with the reform or cause to be performed

(a) those functions necessary to give practical effect to the decisions of the Board of Directors,

(b) those functions necessary to comply with the legal requirements of a corporate body (Membership file, minutes of the General Meeting of the Membership and minutes of the Board of Director council) ,

(c) the keeping of the records of the historical activities of the Association

(d) all other matters of interest of the membership and

(e) such other duties as the Board of Directors may require.

He prepares the minutes of the General Meeting of the Membership and of the Board of Director council and signs them together with the chairman.

ARTICLE XVI

The Treasurer is the member of the Board of Director who shall perform or cause to keeping of the records of the financial activities of the Association (receipt of annual dues and contributions).

He manages the deposit of the goods of the Association and compiles the balance-sheet and the inventory; he performs the receipt and disbursement of all funds and accounting therefore.

Periodically he makes a survey of the stock of goods and values of property of the Association.

He presents at the General Meeting of the Membersip remarks on the budget and on the balance-sheet.

Management

ARTICLE XVII

Each member has the duty of paying the annual dues as stated by the General Meeting. The duty is renewed year by

year provided that no resignation is sent by registered mail by September 30. The resignation will be effective since the next January 1st.

The missed payment will cause the membership termination.

ARTICLE XVIII

The Association estate is made of the annual dues, the additional contributions from the members and the incomes coming from the organization of meetings and publication of bulletins and journals; of contribution and legacies of Foundations, public and private Institutes, firms, corporations and persons; of other possible incomes. The inventory consists of any good and value that became property of the Association due to purchases or legacies.

The Associations goods may not be sold without a vote of the General Meeting of the Membership.

ARTICLE XIX

The common fund covers the obligations stated by the Association officers.

The single officer is also responsible of these obligations; he has right of revenge over the member of the Board of Directors who expressed a favourable advice on the operation.

ARTICLE XX

The social function spans from January 1st to December 31 of each year; by 30 days after the function end, the balance-sheet must be made available to the members in the operative office as prepared by the Board of Directors; the budget must be made available by the month of November in the same location.

Final and Transient Arrangements

ARTICLE XXI

The modifications of these Bylaws, the dissolution and the liquidation of the Association shall be voted by the General Meeting of the Membership.

The liquidation balance should be given to one or more institutes with objectives . similar to the ones of the Association.

ARTICLE XXII

The way of actuation of the present Bylaws could be stated by regulations suggested by the Board of Directors and approved by the General Meeting of the Membership.

ARTICLE XXIII

The officers appointed by the founding act terminate their office by December 31, 1995