

Name of the organization: Silicon Valley Robotics

Office location: 4847 Hopyard Rd. #451 Pleasanton, California 94588

Fiscal year: January 1st through December 31st

Other offices: The board of directors shall designate by resolution.

Change of Address: The Board of Directors may change the principal office from one location to another by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____ Dated: _____, 20__.

ARTICLE I PURPOSE

The mission of Silicon Valley Robotics is to support the innovation and commercialization of robotics technologies in the Greater Silicon Valley area.

Our Strategy:

- To facilitate networking, fact finding and research between industry executives and potential partners, investors, and customers.
- To engage in activities that enhance the quality and quantity of the next generation of robotics professionals.
- To advocate in favor of robotics policies that promote innovation and entrepreneurship.
- To recognize industry-leading companies and attract thought leaders.

ARTICLE II MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

Section 2. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be electronically mailed to all directors and/or members, unless otherwise requested, to the email address shown on the corporate books, at least ten (10) days prior to the meeting.

Section 3. Place of Meeting. Meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice.

Section 4. Regular Meeting. The Board of Directors shall have regular meetings every year, the schedule of which shall be established at the annual meeting, to accomplish the business of the organization. No notice of such meetings shall be required.

Section 5. Special Meetings. Special meetings may be requested by the President, Vice-President, Treasurer, Secretary, or any two directors by providing ten (10) days' written

notice. Minutes of the meeting shall be sent to the Board of Directors within two (2) weeks after the meeting.

Section 6. Procedures. The vote of a majority of the directors present at a properly called, or scheduled meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 7. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in presentation of less than a quorum.

Section 8. Remote Attendance at Meetings. Any meeting may be attended by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

Section 9. Informal Action. Any action, which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 10. Emergency Action. Should action be required when it is not possible to assemble the Board of Directors in a properly called meeting or when the Executive committee explicitly cannot assume the powers of the full board, written or oral approval of the proposed action by a board majority may be obtained in a poll of the entire Board of Directors authorized by the President or majority of the Executive committee. Any action so taken shall be recorded in the minutes of the next properly called board meeting.

ARTICLE III DIRECTORS

Section 1. Number of Directors. The corporation shall be managed by a Board of Directors consisting of a minimum of 5 directors and a maximum of 15.

Section 2. Election and Term of Office. Directors shall be elected at the annual meeting, unless they are Sponsored or Founding Directors. Each director shall serve a term of 2 years, or until a successor has been elected and qualified. Sponsoring or Founding Member organizations may appoint a director, who will serve until the term of sponsorship finishes. Sponsoring or Founding Member organizations may replace or change their director without election.

Section 3. Adverse Interest. In the determination of a quorum of the directors, or in voting, the adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 4. Organizational Meeting of Board. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate.

Section 5. Removal/Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose, subject to majority vote of a quorum of directors. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors unless it is a sponsored position.

Section 6. Membership. All Directors shall be members of Silicon Valley Robotics. If a Director is no longer representing a Sponsoring or Regular Member organization, they can participate in Silicon Valley Robotics as an Associate Member.

Section 7. Standing Committee. There shall be three (3) standing committees of the organization: executive, nominating/membership and fund-raising/public relations. The President shall appoint the chairpersons of all committees from the membership of the Board of Directors of the organization with the approval of the Board of Directors. All committee appointments shall terminate upon the election of a new President, unless specifically determined otherwise at the Annual meeting. All committees shall function within the guidelines and budgets established by the Board of Directors.

Section 8. Executive Committee. The Executive Committee shall be composed of a quorum of the officers of the organization, as specified herein, and shall have the full authority to undertake the duties and powers of the board except as these by laws specifically state otherwise. All actions of the Executive Committee shall be reported to the board at its next meeting.

Section 9. Ad Hoc Committees. The President may establish ad hoc committees at any tie. All ad hoc committees are subject to the same rules and operating procedures as standing committees.

Section 10. Budgets. The budget period will be according to the calendar year. The Board of Directors shall approve the annual budget of the organization during the last quarter of the preceding calendar year upon recommendation of the Executive Committee.

Section 11. Personnel Responsibilities. The Board of Directors may employ and discharge employees of the organization and may prescribe their duties and compensation. The board shall discharge its duties with respect to personnel organizational matters without regard to age, sex, race, color, creed, sexual orientation, or the national origin of any person.

Section 12. Managing or Executive Director. The Board of Directors may appoint a Managing Director who will be responsible for day to day operations and other duties to be agreed upon with the Board of Directors. The Managing Director will report to the Executive Committee.

Section 13. Records. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization.

Section 14. Compensation. No board member or officer of or any member of a committee shall receive at any time any of the net earnings or profit from the operations of the organization. However, this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the organization. Such compensation shall be fixed by the Board of Directors.

ARTICLE IV OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Secretary, Treasurer and a Managing or Executive Director. Two or more positions may be held by one person.

- a. **President.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee.
- b. **Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
- c. **Secretary.** The Secretary shall give notice of all meetings of the board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of

records, as the official records of the organization. The Secretary shall maintain the minutes of the board of Directors' meetings and all committee meetings.

- d. **Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.
- e. **Managing or Executive Director.** This position shall be responsible for conducting the day to day operations of the organization, including drafting the annual budget, managing the organization calendar, conducting membership campaigns and any other duties the Board determines.

Section 2. Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, with the exception of the Managing or Executive Director who may be appointed at any stage.

Section 3. Elections. The nominating committee, a standing committee of the organization, shall nominate, at least thirty (30) days prior to the annual meeting, a slate of qualified candidates for the director position whose terms are to expire or are vacant, and its slate of candidates shall be included with the notice of the annual meeting. Following the report of the nominating committee at the meeting, any director of the organization may nominate other candidates for the available director positions, provided that the nominees agree to serve if elected. At the conclusion of nominations, the Board of Directors shall vote for each position by secret written ballot. The nominating committee is also responsible for approving membership of the organization, including requests to be a sponsoring organization or an affiliate.

Section 4. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the corporation, by majority vote of a quorum of directors. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE V MEMBERSHIP

Section 1. Membership Classes. Membership of Silicon Valley Robotics is open to all who demonstrate involvement in robotics research and industry in the Greater Silicon Valley area. Membership is divided into classes to best represent the core purpose of Silicon Valley Robotics, which is the commercialization and innovation of robotics technologies. Silicon Valley Robotics may refer to persons or entities associated with it (including observers) as "members" even though such persons or entities are not voting members as set forth in Article 5 of these Bylaws. No such 'member' or 'membership class' shall be a member within the meaning of Section 5056 of the California

Corporations Code, unless that person or entity has qualified for a voting membership under these Bylaws.

Section 2. Sponsoring/Founding Members. Sponsoring or Founding Members are organizations, departments, labs or companies who are directly engaged in robotics research or manufacturing, that provide extra support or sponsorship to Silicon Valley Robotics. The Board must approve applications to be a Sponsoring or Founding Member. These members have an automatic Director position, can vote at Board Meetings, can call Special Meetings as laid out in these bylaws, can vote on Bylaw Amendments and on the Dissolution of this organization. Additionally, Sponsoring or Founding Members may enjoy other benefits of membership as determined by the Board and publicized to all members.

Section 3. Regular Members. Regular members are organizations, companies, departments, businesses and startups who are directly involved in robotics research or manufacturing. The Board must approve applications to be a Regular Member. These members may nominate for a Director position, can observe Board Meetings and Special Meetings, can suggest Bylaw Amendments and can vote on the Dissolution of this organization. Additionally, Regular Members may enjoy other benefits of membership as determined by the Board and publicized to all members.

Section 4. Associate Members. Associate Members are individuals or organizations with an interest in the mission of Silicon Valley Robotics. Associate members are robotics professionals, researchers, students and robotics or STEM organizations. The Board must approve applications to be a Associate Member. These members may nominate for a Director position, can observe Board Meetings and Special Meetings and can suggest Bylaw Amendments. Additionally, Associate Members may enjoy other benefits of membership as determined by the Board and publicized to all members.

Section 5. Affiliates. Affiliates are individuals or organizations with an alignment of goals with Silicon Valley Robotics, but who are not directly involved in the production of robots. This includes service providers and component manufacturers. Affiliates cannot nominate for Director or vote. Affiliates may enjoy other benefits of membership as determined by the Board and publicized to all members.

Section 5. Annual Dues. Each member must pay, within the time and on the conditions set by the Board of Directors, any dues, fees or assessments established by these Bylaws or which may be established by the Board of Directors.

Section 6. Good Standing. Any member who shall be in arrears in the payment of any dues, fees or assessments more than 180 days after the date due shall not be in good

standing and shall not be entitled to nominate, vote, bear office or exert any other privilege of membership.

Section 7. Termination. A membership shall terminate on occurrence of any of the following events:

- a. Resignation of the Member;
- b. The Member's failure to pay dues, fees or assessments as set by the Board of Directors within one year after then become due and payable;
- c. Any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications;
- d. The good faith determination by the Board of Directors, or nominating committee, that the member has failed in a material degree to observe such disciplinary rules or ethical guidelines as may be established by the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests including, without limitation, conviction of a felony or unethical conduct.
- e. Written notice will be given of a decision to terminate membership.

Section 7. Reinstatement. Members who have been terminated and wish to be reinstated shall first apply to the Board of Directors for reinstatement. The Board of Directors may set such conditions for reinstatement as it deems appropriate.

ARTICLE VI CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect and interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, a written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE VII AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VIII

INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by the law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

ARTICLE IX DISSOLUTION

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provisions shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise to charitable and educational organizations, organized under Section 501(c) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors. Preference will be given to organizations which were members of Silicon Valley Robotics.

Certification

I certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors on _____.

Signed: _____.

_____, President