

*AMENDED AND RESTATED BYLAWS
OF
ROBOTICS TECHNOLOGY CONSORTIUM, INC.*

ARTICLE I
NAME AND LOCATION

Section 1.01 **Name.** This Corporation shall be known as the Robotics Technology Consortium, Inc. (the "Corporation").

Section 1.02 **Location.** The principal office of the Corporation shall be located within or without the State of Delaware, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the State of Delaware a registered office at such place as may be designated by the Board of Directors.

ARTICLE II
STATUS AND PURPOSES

Section 2.01 **Background.** The Corporation is being formed in response to a request of the Office of the Secretary of Defense Joint Ground Robotics Enterprise (the "Government"), a Government organization, to form a consortium comprised of traditional and non-traditional government contractors, small and large businesses, for-profit and not-for-profit entities, academic organizations, and their affiliated organizations to enter into an Other Transactions Agreement under the authority of 10 U.S.C. § 2371, Section 845 of the 1994 National Defense Authorization Act, P.L. 103-160, as amended by Section 241 of the FY 1999 Strom Thurmond National Defense Authorization Act, P.L. 105-261 and Section 822 of the FY 2002 National Defense Authorization Act, P.L. 107-107 (the "OT Agreement") under which to provide the Government advice in developing and executing ground robotics endeavors and to perform robotics research and development (including prototype projects) selected by the Government. Every Member of the Corporation is independent of the other Members, and there is no affiliation between the Members within the definition of 13 C.F.R. 121.103 of the federal small business regulations and no such affiliation is intended either by the formation or implementation of the Corporation.

Section 2.02 **Purposes of Corporation.** The Corporation is organized and will be exclusively operated for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provision of any further U.S. Internal Revenue Code, and in particular the Corporation will carry on scientific research within the meaning of Section 501(c)(3) of the Code and the regulations promulgated thereunder. In furtherance thereof and pursuant to the following, the Corporation shall support and benefit the exempt purposes of the National Center for Manufacturing Sciences, Inc. ("NCMS" or the "Supported Organization"), a Delaware nonprofit corporation exempt from federal income tax under Section 501(c)(3) of the Code, particularly in the areas of scientific research as follows:

(a) Enter into the OT Agreement with the Government to provide the Government advice in developing and executing ground robotics endeavors by performing certain research and development (including prototype projects) in the area of robotics, to be conducted in collaboration with the Government and the Members, as selected, funded and technically supervised by the Government;

(b) Collaboratively and collectively provide the Government with input and advice on non-proprietary, non-confidential technical concepts and issues;

(c) Inform members of Congress and their staff and other branches of the Government about robotics technology research; and

(d) Engage in any other lawful activities that will further the purposes of the Corporation.

Section 2.03 Prohibition of Lobbying. No substantial part of the Corporation's activities shall be the carrying of propaganda or otherwise attempting to influence legislation, and the Corporation shall not directly or indirectly participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the above described charitable, scientific and educational purposes.

ARTICLE III MEMBERS

Section 3.01 Admission of Members. Subsequent to adoption of these Bylaws by its initial Directors, an open call for interest and application shall be made by the Corporation. To facilitate an open membership policy the membership application and approval process described herein may take place throughout the fiscal year. The Board of Directors may adopt a form of membership application by a majority vote, and such application shall require applicants to (i) comply with all of the provisions of these Bylaws and any policies and procedures adopted by the Board of Directors and (ii) warrant that the membership information that such prospective member provides is complete and correct and that the prospective member meets the eligibility requirements set forth in Section 3.02 hereof. The Consortium Administrative Organization ("CAO") shall review membership applications to determine compliance with application terms and forward them to the Executive Committee for action. Valid membership applications shall be promptly reviewed and approved or disapproved by the Executive Committee.

Section 3.02 Membership Eligibility. Any legally constituted not-for-profit or for-profit entity (including any corporations, partnerships, limited liability companies, proprietorship, academic or research and development organization) shall be eligible to be a Member of the Corporation if such entity meets the following requirements:

(a) **Minimum Requirements Directed by the Government.** At the direction of the Government, membership in the Corporation shall be limited to U.S. companies, firms, organizations, institutions or other entities organized or existing under the laws of the United States, its territories, or possessions. Membership to a foreign government or to a foreign person (as defined in Section 120.16 of International Traffic in Arms Regulations, 22 C.F.R. §120 *et seq.*) shall be granted on a case-by-case basis at the sole discretion of the Corporation upon a request by the U.S. Government.

(b) **Minimum Requirements Directed by the Corporation.** Membership in the Corporation shall only be granted to entities that:

(1) Are not barred from contracting with or receiving funds from, the U.S. Government.

(2) Are located and incorporated in the United States and are U.S. persons (as defined in Section 120.15 of International Traffic in Arms Regulations, 22 C.F.R. §120 *et seq.*).

(3) Can clearly demonstrate in their membership application that they have an interest in the research and development (including prototype projects) of robotics, and are capable of making a technical contribution to the advancement of robotics.

(4) Will designate a representative to attend at least one (1) of the two (2) general membership meeting of the Corporation held each year.

(5) Will pay annual dues, one time fees, and/or make such other contributions as may be required by the Corporation at any time or from time to time.

(6) Will designate representatives with the ability and willingness to actively contribute to the work of the Corporation.

(7) Are willing and able to comply with all terms of the OT Agreement and to enter into sub-contract agreements with the CAO under the terms and conditions of the OT Agreement to perform such proposed activities as may be selected by the Government.

(8) Will comply with applicable U.S. laws, rules and regulations, including U.S. antitrust and export control laws.

Any Member who is in compliance with these qualifications and conditions is a "Member in Good Standing."

Section 3.03 **Member's Rights.** A Member in Good Standing is entitled to:

(a) Have the right to one vote on all matters coming before the general membership.

(b) Designate representatives to participate in the activities of the Corporation as provided for in these Bylaws, including without limitation auditing (but not participating in) any committee meetings. Individuals interested in serving on the RTC board and committees must be officers, directors, or at least half-time employees of a member company or organization or wholly or majority owned subsidiary of a member company or organization and must stand for election and or appointments according to how the member company or organization is categorized for governance purposes as defined in Section 3.04 (e).

(c) Share non-proprietary and non-confidential, robotics-related technology ideas and concepts in response to the Government's request.

(d) Submit proprietary, confidential technical and cost proposals to the CAO as neutral agent of the Corporation, either individually or teamed with one (1) or more other Members in Good Standing, in response to Government solicitations under the terms and conditions of the OT Agreement; the CAO as neutral agent of the Corporation shall review proposals for completeness and format in accordance with the Government solicitation and deliver the proposal to the Government for the Government evaluation and selection process.

(e) Enter into project agreements pursuant to the terms and conditions of the OT Agreement, under which the Member will perform the work proposed in that Member's technical and cost proposals as selected for funding by the Government, in accordance with the OT Agreement and in compliance with any and all applicable laws, rules and regulations, including U.S. antitrust and export control laws.

Section 3.04 Single Membership for Multiple Affiliates. Companies or organizations with multiple affiliates involved in robotics technology may only have one (1) membership in the Corporation.

(a) Companies and organizations that join the RTC must have their own Tax ID.

(b) Companies and organizations that are more than 50% owned by a current member company or organization are not eligible to join the RTC.

(c) Companies and organizations that are wholly or majority owned subsidiaries of a member company or organization are eligible for member rights and privileges

(d) Non-member companies and organizations that are whole or majority owners of member companies or organizations interested in becoming eligible for member rights and privileges must transfer the membership to the parent company or organization and pay any difference in dues on a pro rata basis.

(e) For governance purposes, member companies and organizations that have multiple divisions, business units, and/or majority or wholly owned subsidiaries shall be categorized as small or large and traditional or non-traditional, based on the combined status of all such affiliates on a consolidated basis.

Section 3.05 Meetings.

(a) **General.** There shall be two (2) general membership meetings per fiscal year for the purpose of conducting elections, communicating the status of the Corporation's activities, and undertaking other business identified in the published written agenda. Special meetings of the Members may be called at any time by a majority vote of the Executive Committee, by a majority vote of the Board of Directors or by Members in Good Standing entitled to cast no less than Twenty Percent (20%) of the votes at such a meeting. Such requests shall state the purpose(s) of such a Special Meeting.

(b) **Place and Hour.** The general membership meetings shall be held at a time and place designated by the Executive Committee in the notice of such meeting or in the waiver of notice thereof. The date and location shall be based on the consensus decision of the Members at the previous general membership meeting.

(c) **Agenda.** The meeting agenda shall include but not be limited to committee reports and minutes, elections to fill open directorships, and other business as determined by the Executive Committee. The Executive Committee Chairman shall be responsible for calling for agenda items from among the Members at least ten (10) days in advance of the date of the notice of meeting and preparing a written agenda for inclusion in the notice of meeting.

(d) **Notice of Meetings.**

(1) Subject to the waiver of notice provisions, electronic notice of each regular, annual or special meeting of Members shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting to each Member entitled to vote at such meeting.

(2) All such notices shall state the place, the date and the hour of such meeting and include a proposed agenda. The notice of any regular, annual, or special meeting at which Committee or working group positions are to be elected shall also include the names of all those who are nominees at the time the notice is given. Notice of any regular, annual or special meeting shall specify the general nature of the business to be transacted thereat. Business transacted at a special meeting shall be limited to the purpose or purposes stated in the notice.

(3) Where the matter to be acted upon at a meeting of Members is a merger or consolidation of the Corporation or a sale, lease, or exchange of all or substantially all of its assets, notice of such meeting shall be given not less than twenty (20) nor more than sixty (60) days prior to such meeting.

(4) All notices shall be sent by the CAO at the direction of those persons calling the meeting.

(e) **Visitors.** General membership meetings shall be open to all Members in Good Standing. Visiting organizations (*e.g.* prospective members, Government observers) may submit requests to send representatives to general membership meetings. Such requests must be submitted in advance to the CAO for approval by the Executive Committee. Prospective members may be approved for attendance one (1) or more times as determined by the Executive Committee, but generally shall not be in attendance regularly unless they choose to become a Member.

(f) **Proceedings and Minutes.** The Executive Committee Chairman shall be responsible for running the general membership meeting and the Executive Committee Vice-Chairman shall be responsible for taking general membership meeting minutes and notes, gaining approval for the same at the next meeting of the Executive Committee, and providing the minutes and notes to the CAO for distribution to the Members. The CAO shall be responsible for arranging meeting logistics, taking and maintaining history of attendance by the Members, publishing the approved minutes and notes from the meetings, and other meeting administrative functions.

(g) **Adjournment of Meetings.**

(1) Any regular, annual or special meeting of the Members, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Members present or represented either in person or by proxy. At the adjourned meeting, the membership may transact any business which might have been transacted at the original meeting.

(2) When a meeting of the Members is adjourned to another time or place, notice of the adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken; except that (i) if the adjournment is for more than thirty (30) days or (ii) if after the adjournment a new record date is fixed for the adjourned meeting, then notice of the adjourned meeting shall be given to each Member entitled to vote at such meeting.

(h) **Quorum and Voting.**

(1) Forty Percent (40%) of the voting power, represented in person or by proxy, shall constitute a quorum at a meeting of the Members.

(2) Each Member in Good Standing shall be entitled to one vote on each matter submitted to a vote. That vote may be via voice or by ballot, as determined by the presiding officer of the meeting.

(3) If a quorum is present, the affirmative vote of a majority of the Members represented at the meeting and entitled to vote on any matter shall be the act of the Members, unless the question is one which by law requires a different vote, in which case such express provision shall govern.

(4) The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the active Members required to constitute a quorum.

(i) **Consents.** Whenever a vote of Members at a meeting thereof is required or permitted to be taken in connection with any action by any provision of a law or of these Bylaws, the meeting, prior notice thereof and vote of the Members may be dispensed with if the number of Members representing not less than the minimum number of votes that would have been necessary to authorize or take such action at a meeting at which all Members entitled to vote were present and voted consent in writing to the taking of such action. Where corporate action is taken in such manner by less than unanimous written consent, prompt written notice of the taking of such action shall be given to all Members who have not consented in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Members.

(j) **Proxies.** Members entitled to vote may vote in person or by proxy. An appointment of proxy must be in writing and becomes effective when received by the CAO or other authorized representative of the Corporation. An appointment of proxy is valid for a period of three (3) years thereafter unless otherwise provided in the proxy or until revoked.

Section 3.06 New Member Rights and Obligations. New Members shall have the same rights and obligations under these Bylaws as initial Members.

Section 3.07 Dues, Fees, and Other Contributions. The Corporation may require Members to pay published annual dues, one time fees, and/or make other contributions as a condition for joining and/or maintaining membership in the Corporation.

(a) **Determination.** The initial annual dues and any initiation fees of the Corporation, effective upon the adoption of these Bylaws, shall be set at the first meeting of the Board of Directors. Subsequently, such dues, fees, and contributions, including the dates that they become effective, shall be determined by a resolution of the Executive Committee.

(b) **Due Dates.** The first year's annual dues of any Members shall be pro-rated from the beginning of the month in which its application is approved to the end of the Corporation's then current fiscal year. Such pro-rated dues plus any Corporation initiation fees, are payable by Members upon the date that such Member's application is approved by the Executive Committee.

Subsequent years' annual dues will be payable at the beginning of each subsequent fiscal year. The initial schedule of dues is attached hereto as Attachment I.

(c) **Notice of Changes.** Notice of any changes from the previously published dues, fees, and contributions shall be given to Members and prospective Members no less than thirty (30) days in advance of the effective date thereof.

(d) **Avoidance.** A Member in Good Standing may avoid liability for any increase over previously published dues, fees, and contributions by resigning its membership no later than thirty (30) days before the date upon which such Member would otherwise assume liability for such increase. Such resignation shall not relieve the Member, however, from any then current dues, fees, or other contributions that it is obligated to pay at the time of its termination.

Section 3.08 Termination.

(a) **Resignation.** Any Member may resign from the Corporation at any time by written notice.

(b) **Removal.** The Executive Committee may remove a Member under the following conditions:

(1) Member ceases to be a Member in Good Standing, or

(2) Member materially breaches any terms and conditions of the OT Agreement or a project agreement under the OT Agreement.

The Executive Committee shall notify any Member of nonconformance for the above conditions. Such Member shall be given thirty (30) days to correct the nonconformance. At the discretion of the Executive Committee, the thirty (30) day period may be extended. If still in nonconformance after the specified correction period, the Member shall be terminated.

(c) **Return of Annual Dues.** If a Member resigns or is removed the Corporation is not obligated to return any dues or other fees already paid to the Corporation.

(d) **Rights of a Member.** From and after the effective date of resignation or removal of a Member, such Member shall cease to have any rights or obligations as a Member under these Bylaws.

(e) **Obligations of a Member.** Any Member that resigns or is removed shall not be relieved of any obligation for any charges incurred, services or benefits actually rendered, contributions, dues, assessments, or fees, any contractual obligations, or other obligations arising under the OT Agreement, these Bylaws or its membership in the Corporation.

(f) **Continued Funding and Technology Contribution Commitment.** In the event of the resignation or removal of a Member pursuant to this Article, such Member's rights and obligations pursuant to any research and development (including prototype projects) awards pursuant to award under the OT Agreement, including but not limited to, continued performance, funding and technology contribution commitments, shall continue in accordance with the specific terms and schedule of the research and development (including prototype projects) awards under the OT Agreement or until the Government and Member, through the Corporation, come to agreement to terminate the award, whichever is first.

Section 3.09 **Members Book.** The name, address, points-of-contact, and other required information for each Member shall be contained in a members book to be maintained at the principal office of the CAO. The Members shall be responsible for providing all required information and for apprising the CAO of any changes. The resignation or removal of any Member, including the date thereof, shall be recorded in the members book. The CAO shall make the members book reasonably available to any Member for review upon written request.

Section 3.10 **Transfer of Membership.** No Member may transfer, for value or otherwise, a membership in the Corporation, or any right arising from such membership, without approval by the Executive Committee in its sole discretion.

Section 3.11 **Relationships Between Members.**

In connection with any matters governed by these Bylaws or by the OT Agreement:

(a) Each Member of the Corporation is independent of the other Members, and there is no affiliation between or among the Members within the definition of 13 C.F.R. 121.103 of the federal small business regulations and no such affiliation is intended either by the formation or implementation of the Corporation.

(b) No Member shall exchange any price or other sensitive competitive data with another Member nor use or disclose any trade secrets or other confidential and/or proprietary information for any improper purposes, including without limitation any action in violation of U.S. laws, rules and regulations, including antitrust and export control laws.

(c) Members coming together to consider possible teaming arrangements, prepare and submit joint proposals, or conduct other joint actions related to the activities of the Corporation requiring the exchange of proprietary, confidential, or other sensitive information shall enter into their own non-disclosure and teaming agreements to which the Corporation shall not be a party, and shall be themselves responsible for compliance with all applicable U.S. laws, rules and regulations, including U.S. antitrust and export control laws. If any proprietary, confidential, or sensitive information not governed by such a separate agreement shall be inadvertently or otherwise disclosed during the course of the Corporation's business, all Members receiving such information agree to immediately advise all involved parties of the disclosure, to maintain the confidentiality of such disclosed information, to return or destroy such information upon the request of the disclosing party, and not to use it for their personal benefit or that of their Member company or organization.

Nothing in these Bylaws shall be construed to prevent any Members from lawfully coming together on any matters not governed by these Bylaws or under the OT Agreement.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.01 **Power of Board and Qualification of Directors.** All corporate powers shall be exercised by, or under the authority of, and the business of the Corporation shall be managed under the direction of, the Board of Directors. A Director need not be a resident of the State of Delaware. The Directors shall serve at all times in the best interests of the Corporation as a whole.

Section 4.02 **Number of Directors.** The number of Directors constituting the entire Board of Directors shall be not less than eleven (11) and no more than twenty-nine (29) persons. The number of Directors may be increased or decreased by amendment of the Bylaws. The Board of Directors shall be divided into two (2) classes: Class A and Class B, and shall be assigned to a class at the time of their election. The number of Directors in each class shall be determined by the Board of Directors.

Section 4.03 **Election and Term of Directors.** NCMS shall be entitled to appoint the number of Directors consisting of a majority of the total number of Directors of the Corporation. For example, if there shall be eleven (11) Directors of the Corporation, NCMS shall be entitled to appoint six (6) Directors and, if the number of Directors is increased to twenty-nine (29), NCMS shall be entitled to appoint fifteen (15) Directors. The remaining Directors shall be elected by a vote of the Members according to Section 4.05.

(a) Directors shall be appointed or elected to a term of two (2) years, except that:

(1) If the number of Directors in any class is increased, the term of a Director elected to such a newly created vacancy shall end at the same time as the term of other Directors in that class;

(2) A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified;

(3) In 2009 and every second year thereafter, the term of any Director in Class A shall end at the annual meeting of the Board;

(4) In 2010 and every second year thereafter, the term of any Director in Class B shall end at the annual meeting of the Board;

(5) The initial Board of Directors shall be comprised of those Directors appointed by the initial Director named in the Certificate of Incorporation in consultation with representatives of NCMS and such additional Directors as NCMS may thereafter appoint in writing prior to the first general membership meeting. The initial Board of Directors shall take office at the organizational meeting of the Board and shall serve until successor Directors shall have been appointed or elected at the first general membership meeting.

(b) Thereafter, subject to the provisions of Paragraph (a) of this Section 4.03, Directors shall be elected or appointed annually, and each Director shall continue in office until his or her successor is elected or appointed and qualified or until his or her death, resignation or removal. The tenure of incumbent members of the Board of Directors shall not be affected by an increase or decrease in the number of Directors.

Section 4.04 **Newly-Created Directorships and Vacancies.** Vacancies and newly-created directorships resulting from any increase in the authorized number of Directors, may be filled as follows:

(a) NCMS is entitled to appoint a number of Directors consisting of a majority of the Directors of the Corporation. Accordingly, NCMS shall be entitled to fill any vacancy created by the death, resignation or removal of any Director which NCMS has appointed. Additionally, if, for example, the total number of Directors is increased from eleven (11) to twenty-one (21), then NCMS would be entitled to fill five (5) of the newly-created directorships; and

(b) Any remaining vacancies or newly-created directorships shall be filled by a vote of the Members according to Section 4.05.

A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified.

Section 4.05 Member-Elected Directors.

(a) **Member-Elected Director Seats.** The Directors elected by the Members shall consist of a representative to serve in each of the following seats:

- (1) Large For-Profit Corporation Seat
- (2) Small Business Seat
- (3) Academic Research Institution Seat
- (4) Not-for-Profit Organization Seat
- (5) Non-Traditional Defense Supplier Seat

In addition, the Members shall also elect one Director to serve in each of the following seats: (1) Senior Executive Seat and (2) Senior Technology Seat. The qualifications for each seat shall be specified in the Corporation's policies and procedures.

(b) **Member-Elected Director Nominations.** The Nominating Subcommittee, a subcommittee of the Executive Committee, shall be responsible for overseeing the nomination of individuals from Member entities to stand for election to all open Member-Elected seats on the Corporation's Board of Directors. All Members in Good Standing shall be given at least two (2) weeks notice of any such open positions and provided an opportunity to nominate one (1) or more individuals who are an employee, officer or director of a Member entity. Nominations shall include candidate names, qualifications, organizational affiliations and type designation (*e.g.*, large for-profit corporation, small business, not-for-profit, academic, non-traditional), and other information that the Nominating Committee may require. The Nominating Subcommittee shall form a slate of candidates and make all relevant information regarding the open positions and each nominee available to the membership at least two (2) weeks before an election is to be held. Except under special conditions, elections shall be held at the next general membership meeting.

(c) **Member-Elected Director Elections.** The candidate receiving the most votes for each open seat is elected as long as any such candidate receives at least Forty Percent (40%) of the total votes cast. If, as a result of the first round of voting for each open seat: (1) two or more individuals finish in a tie for first place, then the names of all candidates other than those individuals finishing tied for first shall be removed from the ballot and another round of voting shall be taken; or (2) the leading vote-getter does not receive at least 40% of the total votes cast, then the names of all candidates other than the individual finishing first and the individual(s) finishing second (including ties), shall be removed from the ballot and another round of voting shall be taken. An individual candidate receiving the most votes as the result of any second or subsequent rounds of voting, regardless of the percentage of total votes cast, will be elected. If, as a result of a second or subsequent round of voting, two or more individuals finish in a tie for first place, then the names of all candidates other than those individuals finishing tied for first shall be removed from the ballot, another round of voting shall be taken, and the process repeated until a candidate is elected. No more than one (1) individual nominated by each Member entity may serve

as a Member-elected Director at any time. The names of any individuals from a Member entity that has a currently serving and continuing Member-elected Director will be removed from the ballot before the first round of voting. Otherwise, if two or more individuals from the same Member entity are running for different seats, then (1) the individual elected in the earliest round of voting or (2) the individual receiving the greatest percentage of total votes cast in the event that two or more individuals first qualify to be elected on the same round of voting will serve as a Member-elected Director, whereupon, (1) the election of any other individuals from the same Member entity for other seats will be declared null and void, their names removed from the ballot, and the just completed round of voting for such seats repeated; and (2) the names of any individuals from the same Member entity qualifying for a second or subsequent round of voting for other seats will be removed from the ballot and be replaced for the next round of voting by the name(s) of the individual(s), including ties, who finished third in the just completed round of voting.

Section 4.06 **Appointment of Directors by NCMS.** At any general membership meeting at which elections for Member-elected Directors shall be held, a representative of NCMS shall read aloud the names of the Directors appointed by NCMS.

Section 4.07 **Removal of Directors.** Any one (1) or more of the Member-Elected Directors may be removed with cause at any time by a majority vote of the Members; provided that written notice of such removal is given to any Director so removed. In addition, NCMS shall have the right to remove any Director appointed by NCMS with cause at any time; provided that written notice of such removal is given to any Director so removed. Removal "with cause" shall mean removal as a result of or caused by (i) Director's theft or embezzlement from the Corporation, (ii) the violation of a material term or condition of the OT Agreement, (iii) resignation or removal from membership in the Corporation of the Member entity of which such Director is an employee, officer or director, (iv) substantial failure on the part of Director to perform his or her duties as a officer, director or committee member, (v) the disclosure by Director of proprietary information of the Corporation or of any Member, (vi) willful misconduct or dishonesty or conviction of or failure to contest prosecution for a felony or a crime of moral turpitude, (vii) excessive absenteeism from meetings of the Board unrelated to illness, (viii) stealing by Director of trade secrets or intellectual property owned by the Corporation or by any Member, or (ix) any other act, activity or conduct of Director which in the opinion of the Members is adverse to the best interests of the Corporation.

Section 4.08 **Resignation.** Any Director may resign at any time by delivering written notice to the Board of Directors, its chairman, the President or the Secretary. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

Section 4.09 **Quorum of Directors and Voting.** Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, a majority of the total number of Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business or of any particular business, and, except as otherwise provided by law or by the Certificate of Incorporation or these Bylaws, the vote of a majority of the Directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Section 4.10 **Meetings of the Board.**

(a) An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board, for the election of officers and for the transaction of such other business as may properly come before the meeting.

(b) Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Chairman of the Board, if any, or the President.

(c) Regular and special meetings of the Board of Directors may be held at such places in or out of the State of Delaware.

(d) No notice need be given of regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each Director as is prescribed by resolution of the Board.

(e) A notice, or waiver of notice, need not describe the purpose of any special meeting of the Board of Directors.

(f) Notice of a meeting of the Board of Directors need not be given to any Director entitled to such notice who submits a signed, written waiver of notice whether before or after the date and time stated in such notice. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such Director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 4.11 **Informal Action by Directors; Meetings by Conference Telephone.**

(a) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Members of the Board consent in writing to such action. Such action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action taken. Such written consents shall be included in the minutes or filed with the corporate records reflecting the action taken.

(b) Any one (1) or more of the Board of Directors may participate in a regular or special meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 4.12 **Compensation of Directors.** The Corporation shall not pay any compensation to Directors, except, however, that, subject to Section 8.07 hereof, the Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board of Directors.

ARTICLE V
COMMITTEES OF THE BOARD

Section 5.01 **Powers of Committees.** Any Board appointed committee, to the extent provided in these Bylaws or in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such Committee shall have the power or authority in reference to the following matter: (i) approving or adopting, or recommending to the Members, any action or matter expressly required by law to be submitted to the Members for approval or (ii) adopting, amending or repealing any bylaw of the Corporation.

Section 5.02 **Corporation Committees.** As soon as practical after the effective date of the OT Agreement, but not later than ninety (90) days after the adoption of these Bylaws, the Board of Directors shall establish an Executive Committee duly authorized to oversee the activities of the Corporation. Thereafter, the Board of Directors shall establish such other committees or subcommittees of the Board as the Directors may deem advisable at any time and from time to time.

Section 5.03 **Qualifications of Committee Members.** Voting members of any committee or subcommittee authorized to bind the Corporation shall consist solely of individuals serving on the Board of Directors. Any committee whose voting members are not comprised solely of individuals from the Board of Directors shall be an advisory committee and may not bind the Corporation.

Section 5.04 **Committee Rules.** Unless these Bylaws or the Board of Directors otherwise provides, each committee designated by the Board may, subject to the approval of the Board of Directors, propose policies or procedures, or the alteration or repeal of policies and procedures, for the conduct of its business, which when approved by a majority of the Board shall become effective.

Section 5.05 **Delegation to Committees.** The designation of any such committee and the delegation thereto of authority shall not alone relieve any Director of such Director's duty under law to the Corporation.

Section 5.06 **Records.** Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records and supplied to each Director.

Section 5.07 **Executive Committee.**

(a) **Purpose and Responsibilities.** The Executive Committee is responsible for overseeing the activities of the Corporation. Specific responsibilities shall include: (i) approval of new Members, (ii) removal of Members that do not maintain Member in Good Standing status, (iii) organization of the general membership meetings, (iv) formation and management of the Nominating Subcommittee and any other standing or interim Executive Committee subcommittees that from time to time it deems appropriate to establish, (v) formation and management of a Technology Committee and any other Corporation advisory committees that it deems appropriate to

establish, (vi) dispute resolution between the Members, the Government, and/or the CAO relating to matters arising under the OT Agreement or in connection with other Corporation business, and (vii) fulfillment of the specific administrative and supervisory functions delineated in these Bylaws and the OT Agreement. Until such time as the Executive Committee shall be established, the Board of Directors as a whole shall exercise all powers specifically delegated to the Executive Committee in these Bylaws.

(b) **Executive Committee Constitution.**

(1) **Voting Members.** The Board shall appoint no less than seven (7) and no more than fifteen (15) Directors to serve as voting members of the Executive Committee. The Executive Committee shall elect a Chairman and Vice-Chairman by majority vote.

(2) **Non-Voting Members.** The CAO may designate a representative to serve as an ex-officio, non-voting member of the Executive Committee.

(c) **Nomination Subcommittee.** The Nomination Subcommittee, a subcommittee of the Executive Committee, shall be responsible for (i) collecting nominations for open Board of Directors and committee posts from the Members in Good Standing; (ii) posting nomination notices, election notices and candidate nomination data to the Members; (iii) overseeing the CAO who is responsible for conducting elections at the general membership meetings; and (iv) helping committees identify candidates to fill committee vacancies on an interim basis as they might arise. The Executive Committee Vice-Chairman shall chair the Nomination Subcommittee and shall include at least two (2) other Executive Committee members.

ARTICLE VI

CONSORTIUM ADMINISTRATIVE ORGANIZATION

Section 6.01 **Administration Agent.** The Corporation shall enter into an agency agreement with an independent, neutral organization to serve as administration agent for the Corporation. Such Corporation administration agent shall be called the Consortium Administrative Organization, or CAO, and shall be under the direction of the Executive Committee. The CAO shall be prohibited from joining the Corporation as a Member. The period of the CAO's service and the more specific terms and conditions under which the CAO serves as neutral CAO of the Corporation shall be established by the Executive Committee and defined in the agency agreement.

Section 6.02 **Responsibilities of CAO.** The CAO shall be responsible for the following:

- (a) Providing Corporation administrative support;
- (b) Entering into the OT Agreement with the Government as agent of the Corporation;
- (c) Administering the OT Agreement as a neutral agent for the Corporation, including without limitation:
 - (1) Distributing Government requests for proposals to Members;
 - (2) Reviewing Member proposals for compliance, including format and completeness, with the specifications by the Government requests issued under the OT Agreement.
 - (3) Forwarding Member proposals to the Government for the Government review and selection process;

(4) Accepting subsequent work orders from the Government on behalf of the Corporation.

(5) Issuing project agreements to the Members whose proposals were selected for funding by the Government for research work selected by the Government; and

(6) Assuring appropriate arrangements for invoicing, receiving, distributing and accounting for federal funds received under the OT Agreement.

(d) Such other administrative functions as may be assigned by the Executive Committee from time to time.

Section 6.03 **Initial CAO.** NCMS shall serve as the initial CAO pursuant to the terms of an agency agreement to be approved by the Executive Committee.

ARTICLE VII OFFICERS, AGENTS AND EMPLOYEES

Section 7.01 **Officers.** The Board of Directors shall elect or appoint from among its Members a President, a Secretary and a Treasurer, and it may, if it so determines, choose a Chairman of the Board and a Vice-Chairman of the Board. The Board may also elect or appoint one or more Vice-Presidents, Assistant Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers and may give any of them such further designation or alternate titles as it considers desirable. The Board of Directors shall elect or appoint such officers with such titles and duties as shall be stated in a resolution of the Board which is not inconsistent with these Bylaws. Any two (2) or more offices may be held by the same person.

Section 7.02 **Term of Office, Vacancies and Removal.** Each officer shall hold office for the term of two (2) years and until such officer's successor is elected or appointed and qualified or until his or her earlier resignation or removal. All officers shall be elected or appointed at the annual meeting of the Board. Vacancies resulting from any resignation or removal may be filled by the Board of Directors. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified. Any officer may be removed by the Board with or without cause at any time.

Section 7.03 **Resignation.** Any officer may resign at any time by giving written notice to the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

Section 7.04 **Powers and Duties of Officers.** Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board and, to the extent not so provided, as generally pertain to their respective offices.

(a) **Chairman and Vice-Chairman of the Board.** The Chairman of the Board, if any, or in the absence of the Chairman, the Vice-Chairman of the Board, if any, shall preside at all meetings of the Board of Directors at which the Chairman, or Vice-Chairman, as the case may be, is present and shall perform such other duties as the Board may designate. In the absence or inability of the President to act, the Chairman of the Board or in the absence of the

Chairman, the Vice-Chairman of the Board, shall perform the duties and may exercise the powers of the President.

(b) **President.** The President shall serve as the chief executive officer of the Corporation. In the absence of the Chairman and the Vice Chair, if any, the President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

(c) **Vice-President.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

(d) **Secretary.** The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

(e) **Treasurer.** The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board of Directors may require, for which he or she shall be reimbursed.

Section 7.05 **Agents and Employees.** The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 7.06 **Compensation of Officers, Agents and Employees.** The Corporation shall pay compensation as follows:

(a) The Corporation shall not pay any compensation to officers for services rendered to the Corporation, except, subject to the provisions of Section 8.07 hereof, that officers may be

reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board of Directors.

(b) Subject to the provisions of Section 8.07 hereof, the Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

(c) The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VIII
MISCELLANEOUS

Section 8.01 **Fiscal Year.** The fiscal year of the Corporation shall commence on the first day of October and end on the last day of September each year unless otherwise changed by resolution of the Board of Directors.

Section 8.02 **Corporate Seal.** The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Delaware" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 8.03 **Checks, Notes and Contracts.** The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 8.04 **Deposit.** The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by an Officer, employee or agent of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

Section 8.05 **Books and Records.** The Corporation shall keep at its office correct and complete books and records of the account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committee of the Corporation, a current list of the Directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 8.06 **Amendment of Certificate of Incorporation and Bylaws.** The Certificate of Incorporation of the Corporation may be amended in whole or in part by a majority vote of the Directors then in office pursuant to the procedure outlined in Title 8, §242(b)(3) of the Delaware General Corporation Law as now in effect or as may hereafter be amended. The Bylaws of the Corporation may be amended or repealed in whole or in part by a majority vote of the Board of Directors then in office; provided, however, that any amendment or repeal must be ratified by a majority of the Members in attendance at the next general membership meeting who are entitled to vote or such amendment or repeal shall be deemed to be overturned.

Section 8.07 Prohibited Transactions.

(a) The Corporation shall not accept any gift or contribution from (i) a person, other than the Supported Organization, who directly or indirectly controls, either alone or together with persons described in clauses (ii) and (iii), the governing body of the Supported Organization, (ii) a member of the family (determined under the provisions of Section 4958(f)(4) of the Code) of an individual described in clause (i), or (iii) a 35% controlled entity (as defined in Section 4958(f)(3) of the Code by substituting "persons described in clause (i) or (ii) of Section 509(f)(2)(B)" for "persons described in subparagraph (A) or (B) of paragraph (1)" in Section 4958(f)(3) (A)(i) of the Code).

(b) The Corporation shall make no grant, loan, compensation or other similar payment to a substantial contributor or persons related to (i) a substantial contributor (as defined in Section 4958(c)(3)(C) of the Code) to the Corporation, (ii) a member of the family (determined under the provisions of Section 4958(f)(4) of the Code) of a substantial contributor, or (iii) a 35% controlled entity (as defined in Section 4958(f)(3) of the Code by substituting "persons described in clause (i) or (ii) of Section 509(f)(2)(B)" for "persons described in subparagraph (A) or (B) of paragraph (1)" in Section 4958(f)(3) (A)(i) of the Code).

(c) The Corporation shall make no loans to a disqualified person (as defined in Section 4958(f)(1) of the Code), other than the Supported Organization.

(d) The Corporation shall not undertake any action that would cause the Corporation to fail to qualify as a Type I supporting organization,

Section 8.08 Auditor. The Board of Directors shall employ a certified public accountant to audit the books of the Corporation for each fiscal year it deems necessary and at such other time or times and for such periods as the Board may deem advisable and to furnish certified reports on such audits. A copy of such annual audit report shall be available at the annual meeting of the Directors, and shall be available to Members upon request.

Section 8.09 Liability for Other Members. A Member shall not be liable solely by reason of being a Member, for a debt, obligation, or liability of the Corporation of any kind or for any acts (or failure to act) of another Member or of a representative of the Corporation.

Section 8.10 Indemnification and Insurance.

(a) The Corporation shall indemnify any director, officer, employee or agent, any former Director, officer, employee or agent, any person who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative) to which he or she may be or is made a party by reason of being or having been such director, officer, employee or agent if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. However, there shall be no indemnification in respect of any claim, issue or matter as to which he or she shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the

adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or other court shall deem proper.

(b) The Corporation shall pay expenses incurred by an officer or Director in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or Director, to repay such amount it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation under this Article. Such expenses incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

(d) The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which such Director, officer, employee or agent may be entitled under any statute, bylaw, agreement, vote of the disinterested Members or Directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

(e) The indemnification and advancement of expenses provided by this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such a person.

(f) The Board of Directors shall authorize the purchase of insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him in any such capacity, or which arises out of such person's status as a director, officer, employee, or agent whether or not the Corporation would have the power to indemnify such person against that liability under law.

(g) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or 4945(d), respectively, of the Code.

(h) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Adopted as of September xx, 2009

ATTACHMENT I
Annual Dues & Initiation Fees of the Corporation
(effective as of May 12, 2008)

A Member's first year year's dues are pro-rated from the beginning of the month in which a prospective Member's application is submitted to the end of the Corporation's then current fiscal year. The pro-rated dues, plus any initiation fees, are payable by Members upon the date that such Member's application is approved by the Executive Committee. Subsequent years' annual dues will be payable at the beginning of each subsequent fiscal year.

For For-Profit Companies & Organizations Submitting An Application Received by the CAO as of close of business on 9/30/08:

Annual Revenues	Initiation Fee	Initial Year's Dues (in effect thru 9/30/08)	Subsequent Year's Dues (effective 10/1/08)
< \$5M	\$100	\$400	\$500
\$5M - \$25M	\$200	\$800	\$1,000
\$25M - \$100M	\$500	\$2,000	\$2,500
\$100M +	\$1,000	\$4,000	\$5,000

For Not-for-Profit Organizations and Academic Research Institutions Submitting An Application Received by the CAO as of close of business on 9/30/08:

Initiation Fee	Initial Year's Dues (in effect thru 9/30/08)	Subsequent Year's Dues (effective 10/1/08)
\$200	\$800	\$1,000

For For-Profit Companies & Organizations Submitting An Application Received by the CAO Commencing 10/1/08:

Annual Revenues	Initiation Fee	Initial Year's Dues (effective 10/1/08)
< \$5M	\$250	\$500
\$5M - \$25M	\$500	\$1,000
\$25M - \$100M	\$750	\$2,500
\$100M +	\$1,000	\$4,000

For Not-for-Profit Organizations and Academic Research Institutions Submitting An Application Received by the CAO Commencing 10/1/08:

Initiation Fee	Initial Year's Dues (effective 10/1/08)
\$500	\$1,000