

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Structure Summary

### *Introduction*

The Robotics Technology Consortium, Inc. ("RTC" or "Corporation") is the result of a request by the Office of the Secretary of Defense Joint Ground Robotics Enterprise ("OSD/JGRE" or 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.

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.

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.

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Structure Summary

### *Overview of RTC Structure*

**Organization.** The Corporation is operated in accordance with the Corporation's Certificate of Incorporation, Bylaws, and these Policies and Procedures. Representatives of its members serve on the RTC Board and committees. A Member in Good Standing will be entitled to representation on Corporation boards and committees in accordance with the Bylaws and these Policies and Procedures.

**Members.** Members must meet the requirements provided for in the Bylaws and be approved for acceptance into RTC membership. Each Member is required to notify the Board of Directors of any change in circumstances rendering that Member no longer eligible for membership.

**Board of Directors.** The Board of Directors is the principal policy-making body for the RTC and the final dispute resolution governing body. The Board of Directors is also responsible for final consideration and approval of the RTC annual operating budgets. The majority of the Directors on the Board are appointed by the Supported Organization and the remainder are elected by the Members.

**Committees.** The Board of Directors shall establish an Executive Committee, a Technology Committee and such other committees or subcommittees as the Board may deem advisable at any time and from time to time..

- (a) **Executive Committee.** The Executive Committee is a committee of the Board authorized to oversee the activities of the Corporation and to exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation to the extent provided in the Bylaws or in a resolution of the Board of Directors.
- (b) **Technology Committee.** The Technology Committee is an advisory committee of the Board that serves as the Corporation's liaison with agencies of the Government that wish to seek technical input and advice from Members in regards to non-proprietary, non-confidential robotics-related technologies and system integration issues.
- (c) **Powers of Committees.**
  - (1) Corporation committees, such as the Executive Committee, are authorized to bind the Corporation, may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation to the extent provided in the Bylaws or in a resolution of the Board of Directors, and as a result consist solely of individuals serving on the Board of Directors.
  - (2) Advisory committees, such as the Technology Committee, are required to obtain the approval of a the Board of Directors for any

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Structure Summary

actions or decisions that bind the Corporation and therefore consist of individuals from Member companies and organizations elected, appointed, or otherwise selected by the Membership and/or the Board of Directors.

**Consortium Administrative Organization (CAO).** The CAO is an independent, neutral organization selected by the Executive Committee to administer the day-to-day affairs of the Corporation at the direction of the Executive Committee under the terms and conditions of an agency agreement. The CAO is prohibited from joining the Corporation as a Member. The CAO is generally responsible for (i) providing Corporation administrative support, (ii) entering into and administering the OT Agreement with the Government as the agent of the Corporation, and (iii) such other administrative functions assigned by the Executive Committee.

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## **Policies and Procedures**

---

### *Executive Committee Policy and Procedure*

#### PURPOSE

To establish Executive Committee Policy and Procedure outlining the authority and responsibilities of the Executive Committee, the selection and qualification of members of the Executive Committee and the procedures for conducting Executive Committee Business.

#### POLICY AND PROCEDURE

- (a) **Executive Committee Purpose, Responsibilities, and Authority.** The Executive Committee is a Corporation committee authorized to oversee the activities of the Corporation and to exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation to the extent provided in the Bylaws or in the resolution of the Board of Directors. Its specific responsibilities 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 a Nominating Subcommittee and other standing or temporary Executive Committee subcommittees as needed, (v) formation and management of a Technology Committee and any other 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 the Bylaws and the OT Agreement.
- (b) **Executive Committee Members.**
  - (1) **Executive Committee Constitution.**
    - a. **Voting Members.** The Executive Committee's voting members consists of all those Directors elected by the Members plus any additional Directors that the Board may appoint. The Member-Elected Directors consist of one representative elected to serve in each of the following seats:
      - i. Senior Executive Seat —an individual employed by a Member entity possessing significant senior level management level skills and significant senior level management experience as a Chief Executive

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Executive Committee Policy and Procedure*

Officer, Chief Operations Officer, Senior or Executive Vice-President, Division or Business Unit Manager, or equivalent qualifications.

- ii. Senior Technology Seat — an individual employed by a Member entity possessing significant senior technical expertise in robotics and/or related fields, and significant senior level technology management experience as a Chief Technology Officer, Senior Vice-President of Engineering or Development, or equivalent qualifications
- iii. Small Business Seat — an individual employed by a Member for-profit business that meets the definition of a small business under the Government's Small Business Innovative Research Program Guidelines and Definitions.
- iv. Large For-Profit Corporation Seat — an individual from a Member for-profit business that is not a Small Business.
- v. Academic Research Institution Seat — an individual employed by a Member organization that is an accredited institution (colleges, universities, or other educational institutions) of higher learning in the United States
- vi. Non-Profit Organization Seat — an individual employed by a Member organization that is incorporated for educational or charitable reasons, and from which its shareholders or trustees do not benefit financially.
- vii. Non-Traditional Defense Supplier Seat — an individual employed by a Member entity or business unit thereof that in accordance with 32 CFR Part 3.4, 68 FR 27457, May 20, 2003, as amended, 69 FR 16482 (March 30, 2004) has not, for a period of at least one (1) year prior to the date of the entry into the Corporation, entered into or performed on (a) any procurement contract that is

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Executive Committee Policy and Procedure*

subject to full coverage under the cost accounting standards prescribed pursuant to section 26 of the Office of Federal Procurement Policy Act (41 U.S.C. 422) and the regulations implementing such section; or (b) any other procurement contract in excess of \$500,000 to carry out prototype projects or to perform basic, applied, or advanced research projects for a Federal agency that is subject to such Federal agency's regulation.

- b. **Non-Voting Members.** The CAO may designate a representative to serve as an ex-officio, non-voting Member of the Executive Committee
- (2) **Executive Committee Member Responsibilities.** All Executive Committee members will be responsible for regularly attending Executive Committee meetings, actively contributing to the work of the Executive Committee, and serving at all times in the best interests of the Corporation as a whole.
- (3) **Executive Committee Member Terms.** Executive Committee members' terms of service are set by the Board of Directors consistent with their terms as Directors.
- (4) **Executive Committee Member Resignation.** Any Executive Committee member may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall take effect at the time specified in the notice; provided, however, that if the resignation is not to be effective upon receipt of the notice by the Corporation, the Corporation must accept the effective date specified

Executive Committee members who resign from the Board shall be terminated from their position on the Executive Committee. Executive Committee members from a Member entity that resigns or is removed from membership in the Corporation shall be terminated from their positions as of the effective date of such entity's resignation or removal from the Corporation.

- (5) **Executive Committee Member Removal.** Executive Committee members are expected to attend meetings and actively participate in the work of the committee. Failure to do so as determined by a

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Executive Committee Policy and Procedure*

consensus of the other Executive Committee members shall result in a request to the non-participatory committee member to either re-engage in the work of the committee or resign his or her position. A recurring or continued failure to do so thereafter shall result in a recommendation by the other committee members to the Board of Directors that the non-participatory committee member be terminated from their position, which shall become effective upon the approval of the Board.

Any or all Executive Committee members may be removed by the Board of Directors, with or without cause, by the affirmative vote of a majority of votes represented and voting at a duly held meeting at which a quorum of the Board is present. The Board may declare vacant the position of any committee member who has not attended at least three-fourths (3/4) of the regular meetings of the Executive Committee during any fiscal year or who has been declared of unsound mind by a final order of court or is convicted of a felony, or is debarred or suspended from government contracting.

- (6) **Filling Executive Committees Vacancies.** Vacancies shall be filled for the remainder of that position's term at the next meeting of the Board.
- (c) **Executive Committee Positions.** The Executive Committee will elect a Chairman and Vice-Chairman by majority vote.
  - (1) **Executive Committee Chairman.** The Executive Committee Chairman's responsibilities will include serving as a voting Member of the Executive Committee, chairing all general membership and Executive Committee meetings, overseeing all Executive Committee activities, managing the relationship with the Government, representing the public face of the Corporation, and other functions as may be determined by the Executive Committee.
  - (2) **Executive Committee Vice-Chairman.** The Executive Committee Vice-Chairman's responsibilities will include serving as a voting Member of the Executive Committee, chairing the Nomination Subcommittee, recording, gaining approval of, and distributing the minutes of the Executive Committee meetings and general membership meetings, managing the relationship with the CAO, assuming the responsibilities of the Executive Committee

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Executive Committee Policy and Procedure*

Chairman when the Chairman is unavailable, otherwise assisting the Chairman as needed, and other functions as may be determined by the Executive Committee.

(d) **Executive Committee Meetings.**

- (1) **Frequency.** The Executive Committee will meet in person at least two (2) times per year, via convenient means, including telephonic, once per month, and otherwise as needed in order to execute Corporation business in a timely manner. Executive Committee members may not designate substitutes to attend meetings.
- (2) **Visitors.** All Executive Committee meetings are open to Members in Good Standing and, with prior approval by the Executive Committee, to any Government advisors and representatives, outside consultants, or other interested parties that might wish to attend.
- (3) **Quorum and Voting.** Unless a greater proportion is required by law or by the Certificate of Incorporation or the Bylaws, a majority of the total number of Executive Committee voting members 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 the Bylaws, the vote of a majority of the Executive Committee voting members present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Executive Committee. In the absence of a quorum at any Executive Committee meeting, a majority of the Executive Committee voting members present may adjourn the meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough Executive Committee voting members to leave less than a quorum, if any action taken is approved by at least a majority of the required forum for such meeting.
- (4) **Informal Action by Executive Committee Members; Meetings by Conference Telephone.** Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all members of the Executive Committee consent in writing to such action. Such action shall be evidenced by one or more written consents stating the action taken, signed by each Executive Committee member either before or after the action

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Executive Committee Policy and Procedure*

taken. Such written consents shall be included in the minutes or filed with the corporate records reflecting the action taken.

Any one (1) or more of the Executive Committee members may participate in a regular or special meeting of such committee 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 committee member participating in a meeting by such means is deemed to be present in person at the meeting.

- (e) **Out of Pocket Expense Reimbursement for Executive Committee Members.** Attendance at Executive Committee meetings shall be at the member's own expense. Subject to the provisions of Section 8.08 of the Bylaws and any restrictions or limitations provided for under any laws, rules or regulations and to advance Committee approval, the availability of funds, committee members that are employed by small businesses with less than \$5 million in revenue in the recently completed fiscal year may apply to the CAO to be reimbursed for normal and reasonable travel expenses for committee meeting attendance. From time to time it may be necessary for one or more Executive Committee members to spend significant travel expenses to accomplish the goals and objectives of the Corporation. In this event, the Executive Committee members may request for advance Executive Committee approval to be reimbursed for normal and reasonable travel expenses.

#### AMENDMENTS.

This Policy and Procedure may be amended, altered, supplemented or repealed by the Board of Directors. Suggestions for amendments may be forwarded in writing to the Executive Committee Chairman at any time by any Member or RTC employee, and the Executive Committee shall make recommendations for any changes to the Board of Directors. Members will be advised of any amendments, alterations, supplements or changes at the earliest possible time.

#### CONFLICTS.

Any conflicts between this Policy and Procedure and the Bylaws shall be construed in favor of the Bylaws. Any conflicts between this Policy and Procedure and the OT Agreement shall be construed in favor of the OT Agreement.

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## **Policies and Procedures**

---

### *Amended and Restated Technology Committee Policy and Procedure*

#### PURPOSE

To establish Technology Committee Policy and Procedure outlining the authority and responsibilities of the Technology Committee, the selection and qualification of representatives of the Technology Committee and the procedures for conducting Technology Committee business.

#### POLICY AND PROCEDURES

- (a) **Technology Committee Purpose, Responsibilities, and Authority.** The Technology Committee is an advisory committee of the Board that serves as the Corporation's liaison with agencies of the Government that wish to seek technical input and advice from Members in regards to non-proprietary, non-confidential robotics-related technologies and system integration issues. As an advisory committee, the Technology Committee may not bind the Corporation. Any actions that would bind the Corporation must be submitted to the Board of Directors for approval. In coordination with the Government and CAO, the Technology Committee is responsible for:
- (1) Distributing Government documents and information describing pressing military needs and current capabilities to the Members.
  - (2) Soliciting non-proprietary, non-confidential technology concept submissions from Members at the invitation or request of the Government, reviewing all such submissions in order to identify any areas or topics for which no concepts were submitted, re-soliciting concept proposals for any such identified areas, and organizing all submissions by topic for submission to the Government
  - (3) Recruiting, leading, and preparing working groups and teams selected from Members in Good Standing to serve at the invitation of the Government on advisory committees formed by the Government, including the OSD/JGRE Technology Advisory Board ("TAB").
  - (4) Restructuring the Technology Committee and associated working groups as needed to meet ongoing Government requirements under the OT Agreement.
  - (5) Auditing the neutral CAO's processes for (i) soliciting, reviewing for format and completeness and submitting Members' proprietary technology proposals and (ii) awarding and managing subcontracts to

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Amended and Restated Technology Committee Policy and Procedure*

Members whose proposals are selected by the Government for funding to make sure that these processes will be fair, open, and consistent.

- (6) Fulfilling any specific advisory, administrative, and supervisory functions required by the Government under the OT Agreement to (i) effect development of technical projects and (ii) identify technical opportunities from industry to influence and be inserted into the Government's robotic technology development plans.
  - (7) Conducting other technology related activities that the Government and/or Members may request.
- (b) **Technology Committee Representatives.**
- (1) **Technology Committee Constitution.**

- a. **Voting Representatives.** The Technology Committee will consist of a Chairman (the Director elected by the Members to the Senior Technology Seat), plus no less than two (2) nor more than eight (8) at-large voting Technology Committee representatives duly elected by the general Membership. The current number of representatives on the Technology Committee will be determined from time to time by a resolution of the Executive Committee. Initially, the Technology Committee will consist of a Chairman, plus four (4) at-large representatives, two (2) of which will be from non-traditional Member companies and organizations.

Candidates elected to serve as voting Technology Committee representatives should possess advanced knowledge of robotics technologies and their application and will be tasked with making contributions that inure to the benefit of the Corporation as a whole.

- b. **Non-Voting Representatives.** The Executive Committee will determine whether and which other Members of the Executive Committee should serve as ex-officio, non-voting representatives of the Technology Committee. In addition, the CAO will designate an individual to serve as an ex-officio, non-voting representative of the Technology Committee.

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Amended and Restated Technology Committee Policy and Procedure*

- (2) **Technology Committee Representative Participation and Responsibilities.** Unless otherwise stipulated in the Bylaws, the resolution of the Board establishing the Technology Committee, or by the Executive Committee, participation on the Technology Committee will be limited to individuals from Member companies and organizations. All Technology Committee representatives will be responsible for regularly attending Technology Committee meetings, actively contributing to the work of the Technology Committee, and serving at all times in the best interests of the Corporation as a whole and the Government as required under the OT Agreement
  
- (3) **Technology Committee At-Large Representative Nomination.** The Nomination Subcommittee, a subcommittee of the Executive Committee, will be responsible for overseeing the nomination of individuals from Member entities to stand for election to the at-large positions on the Technology Committee. 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 Board of Directors may require. The Nomination 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.
  
- (4) **Technology Committee At-Large Representative Election.** The candidate(s) receiving the greatest percentage of total votes cast, including any ties (*e.g.* two way first place tie for two open seats), will be elected as committee representatives (unless in the case of multiple open seats more than one individual from the same Member entity is so elected; see below). In the event that two (2) or more leading vote-getters finish in a tie for the total number of seats available (*e.g.* two way first place tie for one open seat, three way first place tie for two open seats, etc.) or for the last open seat (*e.g.* two way second place tie for the second open seat), then the names of all candidates other than those individuals finishing in an applicable tie shall be removed from the ballot and additional rounds of voting held until one or more

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Amended and Restated Technology Committee Policy and Procedure*

individuals equal to the number of remaining open seats receives the greatest percentage of total votes cast. No more than one (1) individual nominated by each Member entity may serve as a Technology Committee representative at any time. The names of any individuals from a Member entity that currently has an individual serving as a continuing Technology Committee representative 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 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 qualify to be elected on the same round of voting will serve on the Technology Committee, whereupon, (1) the election of any other individuals from the same Member entity for the Technology Committee will be declared null and void and (2) the candidate(s) from another Member entity receiving the next highest percentage of votes cast will be elected, unless there is a tie among such candidates in which case all names other than those finishing in an applicable tie will be removed from the ballot and additional rounds of voting held until one or more individuals equal to the number of remaining open seats receives the greatest percentage of total votes cast.

- (5) **Technology Committee Representative Terms.** The term of the Chairman is set by the Board of Directors consistent with his/her term as Director. The terms of the at-large Technology Committee representatives, except as may be otherwise set by the Board of Directors, are for two (2) years and are limited to two (2) consecutive terms. The terms of two (2) of the initially elected at-large representatives (“Class A”) will be one (1) year and the terms of the other two (2) initially elected at-large representatives (“Class B”) will be two (1) years.
- (6) **Technology Committee Representative Resignations.** Any Technology Committee representative may resign at any time by giving written notice of such resignation to the Chairman of the committee. Such resignation shall take effect at the time specified in the notice; provided, however, that if the resignation is not to be effective upon receipt of the notice by the Corporation, the Corporation must accept the effective date specified. Committee representatives from a Member entity who resign or are removed from membership in the Corporation shall be terminated from their position

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Amended and Restated Technology Committee Policy and Procedure*

on such committee as of the effective date of such entity's resignation or removal from the Corporation. Except, however, that if the Technology Committee representative is serving under an OT Agreement project award for TAB participation, such committee representative shall continue such work until the Corporation obtains permission from the Government to replace such committee representative with a representative of another Member entity.

- (7) **Technology Committee Representative Removal.** Committee representatives are expected to attend meetings and actively participate in the work of the committee. Failure to do so as determined by a consensus of the other committee representatives shall result in a request to the non-participatory committee representative to either re-engage in the work of the committee or resign their position. A recurring or continued failure to do so thereafter shall result in a recommendation by the other committee representatives to the Board that the non-participatory committee representative be terminated from their position, which shall become effective upon the approval of the Board.

Any or all Technology Committee representatives may be removed by the Board, with or without cause, by the affirmative vote of a majority of votes represented and voting at a duly held meeting at which a quorum of the Board is present. The Board may declare vacant the position of any committee representative who has not attended at least three-fourths (3/4) of the regular meetings of the committee during any fiscal year or who has been declared of unsound mind by a final order of court or is convicted of a felony, or is debarred or suspended from government contracting.

- (8) **Filling Technology Committee Vacancies.** In the event that the Technology Committee Chairman position is vacated, a committee representative selected by a consensus of the remaining committee representatives shall serve as the Technology Committee Chairman on an interim basis until the Board appoints a replacement. At-large representative vacancies shall be filled for the remainder of that representative's term at the next meeting of the membership through the regular election process described herein. Should they determine the need to do so, the Technology Committee may appoint by a consensus of the remaining committee representatives and subject to the approval of the Board, an individual from a Member entity to fill

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## **Policies and Procedures**

---

### *Amended and Restated Technology Committee Policy and Procedure*

vacant at-large Technology Committee positions on an interim basis until an election can be held at the next general membership meeting

(c) **Technology Committee Positions.**

(1) **Technology Committee Chairman.** The Director elected by the Members to the Senior Technology Seat shall serve as Technology Committee Chairman. The Technology Committee Chairman's responsibilities will include (i) organizing and chairing all Technology Committee meetings, (ii) overseeing all Technology Committee activities, (iii) assuring the highest standards of compliance to Technology Committee representative common responsibilities as stated herein, (iv) taking appropriate actions to remove committee representatives as needed due to noncompliance or nonperformance, (v) filling Technology Committee vacancies on an interim basis between elections as needed, (vi) serving as primary liaison to the CAO on all technology related matters and providing primary oversight in order to ensure the fairness, openness, and quality of the CAO processes for soliciting and processing technology proposal solicitations and awarding subcontracts to Members as required by the OT Agreement, (vii) serving as the primary liaison to the Executive Committee on all Technology Committee matters, (viii) directing the process to fill Technology Committee working groups and teams as required, (ix) assigning an at-large representative to record the minutes of all Technology Committee meetings, getting the minutes approved, and providing them to the CAO to make available to the Membership, and (x) other functions as may be determined by the Technology and Executive Committees.

(2) **Technology Committee At-Large Representatives.** Each of the four (4) at-large Representatives of the Technology Committee will be responsible for serving as an Industry Co-Chairman on one of the Government's four (4) TAB working groups. As such, each at-large representative will be responsible for (i) leading a team of Corporation representatives selected from among Members according to a published process approved by the Technology Committee and Executive Committee and (ii) coordinating with their Government co-chair counterpart to help plan and execute the workings of the Government's TAB working groups.

(d) **Technology Committee Meetings.**

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Amended and Restated Technology Committee Policy and Procedure*

- (1) **Frequency.** The Technology Committee will meet in person at least two (2) times per year, via convenient means, including telephonic, on a regular basis as determined by the Technology Committee, and otherwise as needed in order to conduct Corporation business in a timely manner.
- (2) **Visitors.** All Technology Committee meetings are open to Members in Good Standing and, with prior approval by the Technology Committee, to any Government advisors and representatives, outside consultants, or other interested parties that might wish to attend.
- (3) **Quorum and Voting.** Unless a greater proportion is required by law or by the Certificate of Incorporation or the Bylaws, a majority of the total number of Technology Committee voting representatives 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 the Bylaws, the vote of a majority of the Technology Committee voting representatives present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Technology Committee.

In the absence of a quorum at any Technology Committee meeting, a majority of the Technology Committee voting representatives present may adjourn the meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough Technology Committee voting representatives to leave less than a quorum, if any action taken is approved by at least a majority of the required forum for such meeting.

- (4) **Informal Action by Technology Committee Representatives; Meetings by Conference Telephone.** Any action required or permitted to be taken at any meeting of the Technology Committee may be taken without a meeting if all representatives of the Technology Committee consent in writing to such action. Such action shall be evidenced by one (1) or more written consents stating the action taken, signed by each Technology Committee representative 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.

Any one (1) or more of the Technology Committee representatives may participate in a regular or special meeting of such committee by means of

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Amended and Restated Technology Committee Policy and Procedure*

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 committee representative participating in a meeting by such means is deemed to be present in person at the meeting.

- (5) **Technology Committee Representative Meeting Costs.** Attendance shall be at the committee representative's own expense. Subject to advance Executive Committee approval, the availability of funds, and any limitations or restrictions contained in Section 8.08 of the Bylaws or any restrictions or limitations provided for under any laws, rules or regulations, Technology Committee representatives that are employed by small businesses with less than \$5 million in revenue in the recently completed fiscal year may apply to the CAO to be reimbursed for normal and reasonable travel expenses for committee meeting attendance.
- (e) **Technology Committee Advisory Teams.** As needed, the Technology Committee will solicit, select, form, and manage ad hoc teams from among Members in Good Standing to serve on advisory committees formed by the Government, including the OSD/JGRE TAB, and otherwise respond to requests from Government agencies seeking technical input and advice in regards to non-proprietary, non-confidential robotics-related technologies and system integration issues. The Executive Committee is authorized to accept purchase orders, work orders, or other instruments from the Government under the OT Agreement to defray all or some of the costs associated with Corporation participation in such activities. The CAO shall administer all purchase orders, work orders or the instruments in accordance with the terms of the OT Agreement.
- (1) Unless otherwise specified, a Technology Committee representative will chair or co-chair any such teams.
- (2) The Technology Committee will solicit volunteers from the general membership to serve on the advisory team(s).

If the number of volunteers exceeds the number of individuals permitted to participate on the proposed team(s), the Technology Committee shall have the option of appointing up to half (50%) of the positions. The balance of the positions will be elected by the general Membership, subject to the condition that no more than one individual from any Member company or organization shall

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## **Policies and Procedures**

---

### *Amended and Restated Technology Committee Policy and Procedure*

serve on the advisory team(s). The Technology Committee will form a slate of candidates from among the list of volunteers, organized to reflect the need for the advisory team(s) to collectively encompass strong expertise in all applicable robotics technologies. This slate of candidates will be electronically voted on and the individuals receiving the most votes will be selected.

The Technology Committee will be responsible for organizing the appointed and elected individuals into one or more recommended advisory team(s) for final approval by the Executive Committee.

#### AMENDMENTS

This Policy and Procedure may be amended, altered, supplemented or repealed by the Board of Directors. Suggestions for amendments may be forwarded in writing to the Executive Committee Chairman at any time by any Member or RTC employee, and the Executive Committee shall make recommendations for any changes to the Board of Directors. Members will be advised of any amendments, alterations, supplements or changes at the earliest possible time.

#### CONFLICTS

Any conflicts between this Policy and Procedure and the Bylaws shall be construed in favor of the Bylaws. Any conflicts between this Policy and Procedure and the OT Agreement shall be construed in favor of the OT Agreement.

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Standards of Business Ethics and Code of Ethics Policy*

#### PURPOSE

To establish the Standards of Business Ethics and Code of Ethics Policy advising Members of their obligation to conduct themselves and their business affairs in accordance with the highest standards of business ethics.

#### POLICY

**General.** RTC and all of its Members will operate within all national and state or provincial laws and regulations, and with the highest business ethics. RTC recognizes that many Members have business relationships with one another, as suppliers, purchasers, consultants and the like and may be competitors. However, no RTC Member or group of Members shall exert any undue influence on another Member or use any position of influence the Member may hold because of contractual or other relationships with another Member to coerce, entice, or even suggest, a particular course of action outside the ordinary course of business, or influence the membership vote of another Member. Each Member shall be responsible for complying with all U.S. laws, rules and regulations, including antitrust and export control.

**Guidelines.** To ensure compliance with the foregoing resolution, the following guidelines for Members have been established:

- (a) Nothing in these Policies and Procedures will prevent a Member from freely soliciting orders from other Members and non-Members, selling products to other Members and non-Members, or entering into contractual relationships with other Members and non-Members, directly or indirectly, in the normal course of business.
- (b) In connection with RTC activities, no RTC Member shall discuss, agree, establish or exchange information relating to costs, sales, profitability, prices, marketing, or distribution of any product, process or service unless under the terms and conditions of a separate nondisclosure, teaming, or other agreement to which the RTC is not a party.
- (c) No Member has any power to bind the RTC nor any rights nor power to enter into any contracts on behalf of the RTC or any other Members.
- (d) No Member will make or promise to make, either directly or indirectly, any gift, in-kind payment or payment of money or anything of value to, nor threaten to withhold any particular business from any other Member, or Members representative or any RTC employee in an attempt to influence any membership vote of that Member, to obtain, retain, or direct

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## **Policies and Procedures**

---

### *Standards of Business Ethics and Code of Ethics Policy*

- any related business to a particular Member or supplier and/or subsidiary or affiliate thereof.
- (e) No Member will receive or accept in its interest or for its own account, nor will any representative of any Member receive, any consideration from a supplier for assisting or attempting to assist in the selection of that supplier to do business with the RTC.
  - (f) Whenever a Member believes in good faith that the interests or objectives of the Member or staff materially conflict with the interest of the RTC or another Member with regard to a particular activity, that Member will disclose at the earliest possible time the conflict of interest to the Executive Committee Chairman for appropriate consideration by the Board.
  - (g) Any failure to comply with these guidelines or refusal to certify in writing to compliance with these guidelines and the Board of Directors resolution will be reported to the Executive Committee Chairman and may subject such Member to termination of membership as determined by a majority of the Board of Directors as set forth below.
  - (h) If any potential-for-conflict transaction is approved by all disinterested representatives of the RTC Board of Directors upon full disclosure of all material facts by any interested Member, such transaction will not be grounds for termination of Membership. The appropriateness of the disclosing Member or any other Members involved with the conflict voluntarily removing itself or being removed from a particular RTC board or committee shall be determined by the Board of Directors.
  - (i) This Article is not intended to give any private cause of action to any Member against another Member or RTC or its officers, directors, agents, employees or contractors.

#### AMENDMENTS.

This Policy and Procedure may be amended, altered, supplemented or repealed by the Board of Directors. Suggestions for amendments may be forwarded in writing to the Executive Committee Chairman at any time by any Member or RTC employee, and the Executive Committee shall make recommendations for any changes to the Board of Directors. Members will be advised of any amendments, alterations, supplements or changes at the earliest possible time.

ROBOTICS TECHNOLOGY CONSORTIUM, INC.  
**Policies and Procedures**

---

*Standards of Business Ethics and Code of Ethics Policy*

CONFLICTS.

Any conflicts between this Policy and Procedure and the Bylaws shall be construed in favor of the Bylaws. Any conflicts between this Policy and Procedure and the OT Agreement shall be construed in favor of the OT Agreement.

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Conflicts of Interest Policy*

#### PURPOSE

To establish a Conflicts of Interest Policy to protect the interests of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, a director, a member and/or certain committee members of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to not-for-profit and charitable corporations, and Federal laws, rules and regulations governing the Corporation and its Members and subcontractors under the OT Agreement.

#### POLICY

##### ARTICLE I INTRODUCTION

When individuals are acting in their official capacities, their actions and decisions should be based on what they honestly and reasonably believe to be in the best interests of the Corporation. Legally and ethically, this is what is expected of each individual. It is also what is expected by Corporation members and other constituencies. If the judgment of an Corporation official is influenced by an outside interest, the Corporation may suffer harm directly from an ill-advised decision. But Corporation can be harmed equally, if not more so, by the creation of a perception among members and others of inappropriate decision-making. Especially for a not-for-profit organization, reputation can be an invaluable asset. Therefore, even if an individual believes that he or she can exercise independent judgment despite a conflict, and even if the official in fact does so, the perception that another interest or relationship may inappropriately influence their judgment can be injurious to Corporation. It is not the purpose of a conflict of interest policy to prevent individuals from having business or other relationships. Rather, it provides the manner in which a conflict is to be addressed to ensure the propriety of the situation.

##### ARTICLE II DEFINITIONS

A conflict of interest exists when an individual has a direct or indirect business, professional, or personal situation or relationship that might influence, or that might be perceived to influence, the judgment or actions of the individual when serving the Corporation. Conflicts of interest may arise under numerous scenarios, including but not limited to:

- (a) Serving as an officer or director of another not-for-profit organization in the general areas of interest to the Corporation.
- (b) Receiving compensation (*e.g.*, consulting fees, speaking or writing honoraria) from an entity offering products or services related to the interests of the Corporation.
- (c) Doing business with Corporation or having a relationship with any entity doing business or wishing to do business with Corporation.

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## Policies and Procedures

---

### *Conflicts of Interest Policy*

#### ARTICLE III DISCLOSURE

The most fundamental concept in the area of conflicts of interest is disclosure. Those Corporation officials subject to this Conflict of Interest Policy must disclose all conflicts as defined above. It should be noted that the definition of conflict of interest adopted in this Policy includes any relationship that might influence or that might be perceived to influence the actions or decisions of an Corporation official. Therefore, even if one believes that a relationship or other circumstance will not affect one's judgment or conduct, if it could do so or if it reasonably could be perceived as having an improper influence, then it should be disclosed. Those covered by this Conflict of Interest Policy will have the burden of defending any decision not to disclose and therefore should err on the side of disclosure.

Disclosure shall be made on at least an annual basis on forms provided by Corporation. Completed forms will be shared with the Corporation Board of Directors, which may take such further action it deems appropriate. In addition, any relationship or circumstance that is created or arises in the interim should be disclosed to the Chairman of the Board, if any, and the President as soon as possible, who will then notify the Board.

Finally, all those covered by this Policy have an obligation to bring to the attention of Corporation any conflict or perceived conflict of any other Corporation official also subject to this Conflict of Interest Policy.

#### ARTICLE IV COVERED OFFICIALS

The following are subject to this Conflict of Interest Policy:

- (a) Members
- (b) Board of Directors
- (c) Committee Chairmen and Vice Chairmen
- (d) Officers
- (e) Consortium Administrative Organization

#### ARTICLE V EFFECT OF A CONFLICT OR PERCEIVED CONFLICT

Once a conflict of interest arises, in addition to disclosure, the person with the conflict should use his or her best judgment as to whether and to what extent he or she should recuse themselves from deliberations, voting, decision-making, and other participation with respect to the matter at issue, and whether he or she should resign from an office or position. In making this determination, the best interests of the Corporation should be the sole criteria. The Board of Directors may require full or limited recusal or other measures, including resignation from an Corporation office or position.

# ROBOTICS TECHNOLOGY CONSORTIUM, INC.

## **Policies and Procedures**

---

### *Conflicts of Interest Policy*

#### ARTICLE VI VIOLATION OF THIS POLICY

Violations of this Conflict of Interest Policy may result in disciplinary action, up to and including removal from an Corporation office or other position and expulsion from Corporation.

#### AMENDMENTS.

This Policy and Procedure may be amended, altered, supplemented or repealed by the Board of Directors. Suggestions for amendments may be forwarded in writing to the Executive Committee Chairman at any time by any Member or RTC employee, and the Executive Committee shall make recommendations for any changes to the Board of Directors. Members will be advised of any amendments, alterations, supplements or changes at the earliest possible time.

#### CONFLICTS.

Any conflicts between this Policy and Procedure and the Bylaws shall be construed in favor of the Bylaws. Any conflicts between this Policy and Procedure and the OT Agreement shall be construed in favor of the OT Agreement.