



National Investor Relations Institute

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**National Investor Relations Institute
Semiconductor Roundtable
Bylaws**

Article I. Purpose

The NIRI Semiconductor Industry Roundtable (“Semiconductor Roundtable,” or, “Roundtable”) of the National Investor Relations Institute (“NIRI”) is a non-profit professional organization formed as an Affinity Group in accordance with Article IX of the NIRI Bylaws. The purpose of the Semiconductor Roundtable is to promote the common interests of persons engaged in the profession of investor relations in the semiconductor and photovoltaic industries (“Semiconductor”).

Article II. Membership

Membership in the NIRI Semiconductor Roundtable is limited to individuals who are regular NIRI members in good standing, including corporate members or consultant members, in the Semiconductor field. Regular members of NIRI seeking membership in the Semiconductor Roundtable will provide a current biography and/or client list upon request.

Article III. Organization and Administration

A. Organization

The Semiconductor Roundtable is governed by a Steering Committee which represents the Semiconductor industries. The Steering Committee consists of not less than five and not more than nine Roundtable members, including two Co-Chairpersons.

B. Administration

Working with NIRI, the Co-Chairpersons provide leadership in the discussion of issues and trends relevant to the practice of investor relations in the Semiconductor industry and direct the management of the Steering Committee and Roundtable activities. The Steering Committee is responsible for developing the annual plan, approving a proposed budget, recommending policies for NIRI Board consideration, approval of Roundtable membership, program development for Roundtable meetings and other activities of the Roundtable, as appropriate.

Article IV. Authority and Elections

A. Oversight

The Semiconductor Steering Committee reports to and is subject to the authority of the NIRI Board of Directors.

B. Steering Committee Autonomy

The Steering Committee has autonomy to conduct business as authorized by the annual plan and budget, once approved by the NIRI Board of Directors. The Steering Committee may establish any office, elect any officers, organize any committees and meetings, and conduct any activities of the Semiconductor Industry Roundtable consistent with the purpose of NIRI and its Bylaws and the Semiconductor Industry Roundtable and its Bylaws.

C. Steering Committee Election and Terms

Steering Committee members are elected by the Roundtable at the Annual Meeting to be held in conjunction with the NIRI Annual Conference. Voting is in person or by proxy.

Committee members serve for terms three years in length. If for any reason, a Steering Committee member cannot complete his or her term, a successor will be named by the Committee to serve until the term expires.

The Steering Committee will annually solicit candidates for the succeeding Steering Committee from the Semiconductor Industry Roundtable. Any member of the Roundtable in good standing may stand for election to the Steering Committee.

D. Chair/succession

Co-Chairs of the Semiconductor Industry Roundtable are elected by the Steering Committee for a maximum of two consecutive one-year terms. The Co-Chairs take office at the Annual Meeting.

E. Election of Roundtable Members

Regular members in good standing may apply for membership in the Semiconductor Industry Roundtable; all applicants are subject to approval by a majority vote of the Steering Committee. Applicants may be asked to submit a current biography and/or client list upon request to demonstrate involvement in the Semiconductor industry.

Article V. Meeting Requirements

A. Semiconductor Industry Roundtable

The Semiconductor Industry Roundtable meets a minimum of four times per year, including the Annual Meeting. Meetings may be in person or “virtual.”

Notices of meetings will be sent to the Semiconductor Industry Roundtable at least two weeks in advance.

B. Steering Committee

The Steering Committee meets at least four times each year. Steering Committee members are expected to attend a majority of Steering Committee meetings.

C. Quorum

Ten percent plus one or more members present in person or by proxy constitutes a quorum for the transaction of business at the Annual Meeting. Notice of the Annual Meeting will be sent not less than 10 or more than 60 days before the date of the meeting. If less than a quorum is present, a new meeting date will be set. A simple majority of Steering Committee members in person or by proxy constitutes a quorum for transaction of business at Steering Committee meetings. Steering Committee members will be notified in writing of meetings at least five days in advance of the meeting.

Article VI. Dues

Dues for membership in the Semiconductor Roundtable are recommended by the Steering Committee, subject to the approval of the NIRI Board of Directors, and are administered by NIRI.

Article VII. Annual Plan and Budget

The Steering Committee provides an annual report and program recommendations to the NIRI Board of Directors. The report reviews activities of the past year. NIRI develops a budget in support of proposed programs for Steering Committee approval. Once approved by the Steering Committee, the program and budget recommendations including proposed activities and responsibilities, timetable, and allocation of funds are submitted during the annual budgeting cycle for approval by the NIRI Board.

Article VIII. Termination

A. Termination by NIRI

The NIRI Board of Directors may withdraw sponsorship of the Semiconductor Industry Roundtable only after providing written notice 30 days in advance of such revocation. The Semiconductor Industry Roundtable may, within the 30-day period, appeal to the Board of Directors.

Withdrawal of the Semiconductor Roundtable sponsorship will be based on the failure of the Roundtable to comply with the bylaws of NIRI or action that in the view of the Board of Directors is inimical to the principles of NIRI. Withdrawal of the Semiconductor Roundtable will be by a majority vote of the NIRI Board of Directors.

C. Termination by the Semiconductor Industry Roundtable

The Semiconductor Industry Roundtable membership may vote to terminate the organization by a majority vote of its members. The decision to terminate the Roundtable must be submitted in writing by the Steering Committee to the NIRI Board of Directors. In this event, all budget funds of the Semiconductor Roundtable revert to NIRI.

Article IX. Ratification and Amendment

These bylaws are ratified and may be amended by a majority vote of the Steering Committee at any meeting called for that purpose, provided a quorum is present in person or by proxy at the meeting.

Respectfully Submitted,

Co-Chairs

Ruth Cotter
Advanced Micro Devices

Jeffrey Luth
Luth Communications LLC

Committee Members

Daniel Janson
Fairchild Semiconductor International

Alan Lindstrom
Cadence Design Systems

Maria Quillard
Xilinx, Inc.

Laura Rebouche
Ultratech

Tait Sorenson
ST Microelectronics

Betty Watkins
Zoran Corporation