

Amended and Restated Bylaws of  
Global Semiconductor Alliance  
A California Nonprofit Mutual Benefit Corporation  
With Members  
Effective December 11, 2025

ARTICLE I  
OFFICES, CONSTRUCTION

Section 1.01 PRINCIPAL OFFICE. The principal office of the Corporation shall be located at 12400 Coit Road, Suite 650, Dallas, in the State of Texas. The Board of Directors (the “Board”) is granted full power and authority to change said principal office from one location to another.

Section 1.02 OTHER OFFICES. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II  
MEMBERSHIP

Section 2.01 MEMBERSHIP CLASSES. The corporation shall have two (2) classes of voting membership, the Semiconductor Membership and the Semiconductor Ecosystem Partner Membership (collectively, these two classes of members are called “Voting Membership” and an individual member of either, a “Voting Member”). A Voting Member in good standing shall have the right to vote, as set forth in these Bylaws, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation, and on certain amendments of these Bylaws as set forth in Section 5.04(a) and (b) of these Bylaws. For clarity,

the members of the Board are empowered to select and elect members of the Board as set forth in Section 4.02 of these Bylaws. In addition, a Voting Member shall have all rights afforded a member of a Mutual Benefit Corporation under the Law. A Voting Member also receives publications from the corporation which are intended for regular distribution as may be determined by the Board. For clarity, only entities, and not individuals or sole proprietorships, are eligible to be a Voting Member . Any additional classes of members with voting privileges shall require the amendment of these Bylaws approved by the Board and the approved by existing Voting Members as set forth in Section 5.04 (a) and (b) of these Bylaws. A Voting Member's attendant rights and privileges, including voting as explicitly set forth in this Section of these Bylaws, shall be conditioned upon the Voting Member having met their express obligations set forth in these Bylaws and as may be set by the Board, including payment of Dues, as defined in Section 2.11 of these Bylaws, providing out an accurate and complete application, as may be set by the Board or as delegated to Management, and continued compliance with any corporation policies applicable to the Voting Members. A Voting Member which is current in its obligations to the corporation as set forth herein shall be considered to be in good standing and eligible to exercise the rights of a Voting Member.

Section 2.02 SEMICONDUCTOR MEMBERS. The corporation shall have as a Voting Membership Class the Semiconductor Membership; eligible members of which are companies whose main business is designing and selling semiconductor products under their own brand, including (i) Fabless Semiconductor Companies – design semiconductor chips and sell them under their own brand, outsourcing all or most manufacturing to third-party foundries; and (ii) Integrated Device Manufacturers (IDMs) – design and manufacture semiconductor chips

under their own brand, handling all or most production in-house, whether corporations, partnerships, limited liability companies (LLCs), firms or organizations, or a department or subdivision thereof) (“Semiconductor Members”). The rights and privileges of Semiconductor Members shall be as set forth in these Bylaws.

#### Section 2.03 SEMICONDUCTOR ECOSYSTEM PARTNER

MEMBERS. The corporation shall have as a Voting Membership Class the Semiconductor Ecosystem Partner Membership; eligible members of which are companies (whether corporations, partnerships, limited liability companies (LLCs), firms or organizations, or a department or subdivision thereof) that play a critical role in supporting the design, manufacturing, packaging, integration, or deployment of semiconductor products, but are not classified as a fabless or IDM company (“Ecosystem Partner Members”). Eligible members include, but are not limited to:

- Electronic Design Automation (EDA) providers
- Semiconductor Intellectual Property (IP) providers
- Foundries (outsourced wafer fabrication)
- Outsourced Semiconductor Assembly and Test (OSAT) providers
- Semiconductor Equipment and Materials providers
- Systems Companies - integrate their own semiconductor designs into complete products or platforms
- Software Companies – primarily develop software but also design hardware components to support their products.

#### Section 2.04 SUSPENSION, TERMINATION, AND EXPULSION OF VOTING MEMBERS.

(a) A Voting Member can terminate its membership by resignation, as set forth in Section 2.09 of these Bylaws, or by failure by the Voting Member to renew an expiring Membership period.

(b) A Voting Member may be suspended automatically by the President upon the failure to pay Dues within thirty (30) days of when such payment(s) are due and payable; payment of outstanding Dues shall result in automatic reinstatement.

(c) The Board, a Standing or Special Committee of the Board (as may be created as set forth in Section 3.18 of these Bylaws) authorized by the Board, or the President and CEO, if authorized by the Board (the Board, or if so authorized by the Board, such Committee or President and CEO is referred to as the “Authorized Body”) may make a good faith determination that immediate suspension of a Voting Member, other than as set forth in Section 2.04(b) above, is required in the best interests of the corporation, including failure in a material and serious degree to observe the corporation’s Bylaws or policies applicable to members, making a corporate or other change such that the Voting Member is no longer eligible for membership as a Voting Member or is discovered to have misrepresented the basis for Voting Membership, or has engaged in conduct materially and seriously prejudicial to the corporation’s purposes and interests. A Voting Member subject to such an immediate suspension will be given written notice of the suspension and the reasons therefore, and an explanation of the procedure set forth in Section 2.04(d) of these Bylaws as the process to lift or confirm the immediate suspension. For clarity, the process set forth in this Section 2.04(c) is not a required step prior to following the process set forth in Section 2.04(d) of these Bylaws. The Authorized Body should conclude the determination of a final suspension, termination, or

expulsion within thirty (30) days of providing the notice to the suspended Voting Member, if practicable.

(d) Following a determination of an immediate suspension under Section 2.04(c), or where a suspension of a Voting Membership is not deemed appropriate for an immediate suspension but for consideration of suspension, or for any consideration of any termination of or expulsion from Voting Membership, the following process shall be followed:

(i) The Voting Member to be expelled, terminated, or suspended, or which was suspended as per Section 2.04(c), shall be given fifteen (15) days prior notice of the expulsion, termination, or continuing suspension. Notice shall be given in writing, sent by first class mail or by electronic transmission and shall provide the reasons for the expulsion, suspension, continuing suspension, or termination.

(ii) The Voting Member shall be given the opportunity to be heard by the Authorized Body, orally or in writing, not less than five (5) days before the effective date of the expulsion, regular suspension, continuation of a continuing suspension, or termination.

(iii) After an appropriate hearing and upon the determination of the Authorized Body, the Authorized Body may determine that the Voting Member shall be suspended (or the immediate suspension confirmed), expelled or its membership terminated effective not earlier than five (5) days after such meeting or determination of the Authorized Body.

(e) A Voting Member who is expelled or suspended or whose membership is terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the expulsion, suspension, or termination or arising from contract or otherwise.

(f) Any action by a Voting Member (or former Voting Member) challenging an expulsion, termination, or suspension, including any claim alleging defective notice, must be commenced within one year after the date of expulsion, suspension, or termination.

(g) No member of the Board representing a Voting Member under consideration for suspension, termination, or expulsion shall vote on whether such Voting Member should be suspended, terminated, or expelled.

Section 2.05 ASSOCIATES. Nothing in this Article II shall be construed as limiting the right of the corporation to refer to other persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of § 5056 of the Law. The corporation may confer by amendment of its Articles of Incorporation (the “Articles”) or of these Bylaws some or all of the rights of a member, as set forth in the Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation’s Articles or Bylaws, but no such person shall be a member within the meaning of § 5056 of the Law. An associate class member shall remain in good standing if it is current in its payment of Dues and is meeting all express obligations set forth in these Bylaws and as may be set by the Board. A member of an associate class may have their status as an associate class member suspended or terminated by the President and CEO for failure to timely pay Dues, failure to meet the requirements of such associate class, or as otherwise deemed in the best interests of the corporation by the President and CEO. Associate class members also receive publications of the corporation which are intended for regular distribution as may be determined by the Board. The description and any specific membership requirements of the non-voting associate class

“Business Service Partner Members” are as set forth in Section 2.06 of these Bylaws; and the description and any specific membership requirements of the non-voting associate class “Individual Members” are as set forth in Section 2.07 of these Bylaws (individually, an “Existing Associate Class Member” and collectively, the “Existing Associate Class Members”). The privileges set for each Existing Associate Class Member shall be conditioned upon such Existing Associate Class Member having met their express obligations for their Existing Associate Class Membership as set forth in these Bylaws and as may be set by the Board, including timely payment of Dues for such Existing Associate Membership Class, completion of an accurate and complete application, as may be set by the Board or as delegated to Management, and continued compliance with any corporation policies applicable to such Existing Associate Class Membership. An Existing Associate Class Member which is current in its payment of dues and has met all express obligations set forth in these Bylaws and as may be set by the Board shall be considered to be in good standing and eligible to receive the privileges of such Existing Associate Class Membership as set forth in the Bylaws or by the Board.

Section 2.06 ASSOCIATE CLASS BUSINESS SERVICE PARTNER MEMBER REQUIREMENTS. The members of the non-voting associate class of membership, the “Business Service Partner Members” are any entity (whether corporations, partnerships, limited liability companies (LLCs), firms or organizations, or a department or subdivision thereof, or a qualifying association) whose primary business involves providing professional services, financial support, or strategic guidance to semiconductor companies or ecosystem partners, including but not limited to:

- Legal firms

- Investment banks
- Management and strategy consultants
- Audit and accounting firms
- Marketing and public relations firms
- Executive search firms
- Market research and analytics firms
- Real estate firms
- Organizations/Associations

Business Service Partner Members cannot include any entity qualifying for membership in either the Semiconductor Class or the Ecosystem Partner Class of Voting Membership, including without limitation those participating directly in chip development, manufacturing, or ecosystem technology enablement.

#### Section 2.07 ASSOCIATE CLASS INDIVIDUAL MEMBER

REQUIREMENTS. The members of the non-voting associate class of membership, the “Individual Members.” The Individual Membership Class is a closed, non-voting associate class and only those members holding such an Individual Membership as of August 1, 2023 are eligible for continued membership therein. When those Individual Members as of August 1, 2023 resign or otherwise cease to continue to be an Individual Member for any reason such non-voting associate class shall cease to exist. An Individual Member is any person who was a member in the Individual Membership Associate Class and is retired from the semiconductor industry or who is an independent consultant to the industry (i.e. has no staff within such individual’s consulting practice) which wishes to benefit from certain access to data and industry information and other privileges as may be determined by the Board. Individual

Members shall receive all publications of the corporation which are intended for regular distribution as may be determined by the Board and may have other privileges as determined by the Board.

Section 2.08 CONTROL GROUP. A “Control Group” shall be treated as a single Member of Voting Membership and a single member of a non-voting associate class of membership for all purposes. For purposes of this section, “Control” shall mean the power to direct or cause the direction of management and policies of a corporation or other entity, and “Control Group” shall include all corporations or other entities which are controlled by a member, which control the member, or which are also controlled by the corporation or entity controlling the member.

Section 2.09 RESIGNATION FROM VOTING MEMBERSHIP OR AN ASSOCIATE CLASS OF MEMBERSHIP. A Voting Member or a member of an associate class may resign by filing a written resignation with the President of the corporation. Resignation shall not relieve anyone providing such resignation of the obligation to pay any Dues at the time of the resignation or fulfilling other then-existing obligations to the corporation, except for increases in any Dues for resignations complying with Section 2.11 of these Bylaws.

Section 2.10 CONTACT INFORMATION. The name and address of each Voting Member and each member of an associate class shall be contained in a database to be maintained at the principal office of the corporation. Suspension, expulsion or termination shall be recorded in the database together with the effective date, as well as the fact of and date of any reinstatement. Voting Members and members of any associate class shall be responsible

for promptly apprising the corporation of all changes of name and address and such other information as may be required by the Law.

Section 2.11 LEVY OF DUES, ASSESSMENTS, OR FEES. The corporation may levy Dues (as defined in Section 2.01 of these Bylaws) upon its Voting Members and/or members of any and all associate class (specifying different levels of Dues for each Voting Membership Class and each associate class as the Board may determine), as established from time to time by the Board. Any Voting Member or member of an associate class, upon learning of any such newly levied Dues may avoid liability therefore by promptly resigning, as set forth in Section 2.09 of these Bylaws. “Dues” include all dues, assessments and fees (including without limitation, initiation fees and such penalties for late payment), as such may be determined from time to time by the Board. For clarity, Dues may be set by a flat fee, one or more metrics, or a combination of a flat fee and metrics, and associations may be assessed in a different manner than other members, as determined by the Board.

Section 2.12 MEETINGS OF VOTING MEMBERS.

(a) Annual Meetings. An annual meeting of Voting Members may be held on such day and at such hour as may be fixed by the Board of Directors.

(b) Special Meetings. Special meetings of the Voting Members may be called at any time by the Board of Directors, the Chair of the Board, the President, or by Voting Members entitled to cast not less than five percent (5%) of the votes at the meeting. A special meeting called by any person entitled to call a meeting of the Voting Members shall be called by written request, specifying the general nature of the business proposed to be transacted. Upon request by any person or persons entitled to call a special meeting of the Voting Members, the Chair of the Board, Vice Chair, Executive Director, President or Secretary shall cause notice to

be given to the Voting Members entitled to vote at such meeting that a special meeting will be held at a time chosen by the Board of Directors, but not less than thirty-five (35) nor more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section 2,12(b) shall be construed as limiting, fixing, or affecting the time at which a meeting of Voting Members may be held when the meeting is called by the Board.

(c) Place. Any meeting of the Voting Members shall be held either at the principal place of the corporation or at such other place either within or without the State of California as may be designated by the Board and set forth in the notice of such meeting.

(d) Authority for Electronic Meetings of the Voting Members. If authorized by the Board in its sole discretion, and subject to any limitations in the Articles, these Bylaws, or §7510(a) of the Law, the Board may adopt guidelines and procedures for Voting Members not physically present to participate in the meeting by electronic transmission by and to the corporation, electronic video screen communication, conference telephone, or other means of remote communication, and vote at a meeting of members subject to subdivision (f) of §7510 of the Law.

(e) Requirements for Electronic Meetings of the Voting Members. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation, electronic video screen communication, conference telephone, or other means of remote communication if the corporation implements reasonable measures: (1) to provide Voting Members, if proxies are allowed, a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Voting Members, including an opportunity to read or hear the proceedings of the meeting concurrently with those proceedings, (2) if any Voting Member votes

or takes other action at the meeting by means of electronic transmission to the corporation, electronic video screen communication, conference telephone, or other means of remote communication, to maintain a record of that vote or action in the corporation's books and records, and (3) to verify that each person who has voted remotely is a Voting Member. The corporation shall not conduct a meeting of Voting Members solely by electronic transmission by and to the corporation, electronic video screen communication, conference telephone, or other means of remote communication unless one or more of the following conditions apply: (A) all of the Voting Members consent; (B) the Board determines it is necessary or appropriate because of an emergency, as defined in Section 5.09 of these Bylaws; or (C) notwithstanding the absence of consent from all Voting Members pursuant to (A) or subdivision (b) of § 20 of the California Corporations Code, the meeting includes a live audiovisual feed for the duration of the meeting. The corporation, when holding a Voting Member meeting pursuant to (C) may offer, in addition to remote audiovisual feed, an audio-only means by which a Voting Member may participate provided that the choice between participating via audiovisual or via audio-only means is made by the Voting Member and the corporation does not impose any barriers to either mode of participation. A de minimis disruption of an audio or audiovisual feed does not require the corporation to end a meeting under, or render the corporation out of compliance with, this subdivision (e) of this Section 2.12 of these Bylaws.

(f) **Written Notice Required.** Whenever Voting Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under subdivisions (b), (c), (f), and (h) – (j) of this Section 2.12 of these Bylaws, to each Voting Member in good standing and entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the

corporation, electronic video screen communication, conference telephone, or other means of remote communication, if any, by which Voting Members may participate in the meeting. For annual meetings, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Voting Members. Except as provided by Law and these Bylaws, any proper matter may be presented for action at an annual meeting, provided the number of Voting Members attending the annual meeting constitutes a quorum and is empowered to vote upon the matter as set forth in Section 2.12(l) of these Bylaws. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted.

(g) Notice of Certain Agenda Items. Approval by the Voting Members of any of the following proposals, other than by unanimous approval by those Voting Members entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (i) Removing a Director without cause;
- (ii) Filling vacancies on the Board (when such have not been filled by the Board as set forth in Section 3.05 of these Bylaws);
- (iii) Amending the Articles of Incorporation;
- (iv) If so required by Section 5.04 (a) or (b) of these Bylaws, amendment or other modification of the Bylaws as set forth in Section 5.04(a) and (b);
- (v) Electing to wind up and dissolve the corporation; or
- (vi) Approving a contract or transaction between the corporation and one or more Directors, or between the corporation and any entity in which a Director has a material financial interest.

(vii) Approving a plan of distribution of assets.

(h) Notice Requirements. Notice of any meeting of Voting Members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Voting Member entitled to vote, at the address of that Voting Member as it appears on the books of the corporation or at the address given by the Voting Member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that Voting Member by first-class mail or electronic or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located. All notices shall be sent by the President and CEO or Secretary, or if there be no such officer, or in the case of such officer's neglect or refusal to act, by any other officer, or by those persons calling the meeting.

(i) Electronic Notice of Semiconductor Meetings. Notice given by electronic transmission by the corporation shall be valid only if such notice is:

(i) Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (b) posting on an electronic message Board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;

(ii) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(iii) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

(i) An electronic transmission by this corporation to a Voting Member is not authorized unless, in addition to satisfying the requirements of this Section 2.12(i) of these Bylaws, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.

(ii) Notice shall not be given by electronic transmission by the corporation after either of the following: (a) the corporation is unable to deliver two consecutive notices to the Voting Member by that means or (b) the inability so to deliver the notices to the Voting Member becomes known to the Secretary, any Assistant Secretary, or any other person responsible for the giving of the notice.

(j) Adjournment of Voting Member Meeting; Notices. Subject to the limitations on taking certain actions without general notice as provided in Section 2.12(g) of these Bylaws and the Law, the Voting Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Voting Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Voting Members required to

constitute a quorum or, if required by § 7512 of the Law, or by the Articles or these Bylaws, the vote of the greater number or voting by voting membership classes (if further voting membership classes are ever added by amendment of these Bylaws). In the absence of a quorum, any meeting of Voting Members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted, except as provided in this subdivision (j) of Section 2.12 of these Bylaws.

Any Voting Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Semiconductors Members at the meeting. No meeting of the Voting Members may be adjourned for more than forty-five (45) days.

When a Voting Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the corporation, electronic video screen communication, conference telephone, or other means of remote communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Voting Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

(k) Except as otherwise provided in the Articles, each Voting Member shall be entitled to one vote on each matter submitted to a vote of the Voting Members. Vote may be cast by voice, electronically or by written ballot as allowed by Law and these Bylaws, as determined by the presiding officer of the meeting or as subject to Section 2.12(o) of these

Bylaws. For avoidance of doubt, no Voting Member shall be entitled to cumulate such Voting Member's votes. Voting Members may not exercise any voting rights by proxy.

(l) Quorum. One-third (33 1/3 %) of the Voting Members entitled to vote shall constitute a quorum at any meeting of the Voting Members. If a quorum is present, the affirmative vote of a majority of the Voting Members represented at the meeting and entitled to vote on any matter shall be the act of the Voting Members, unless otherwise required by the Articles or Law.

(m) Waiver of Notice or Consent. The transactions of any meeting of Voting Members, or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each Voting Member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 2.12(g) of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A Voting Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless such Voting Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

(n) Order of Business. The order of business at all meetings of Voting Members shall be as determined by the presiding officer (which shall be the President and CEO, or if the President and CEO is not available, the Chair, or if neither is available, the Secretary), but the order of business to be followed at any meeting at which a quorum is present may be changed by a vote of the Voting Members.

(o) Voting Member Action by Written Ballot. Any action that Voting Members may take at any general meeting or special meeting of members may be taken without a meeting if (1) the written ballot of every Voting Member is solicited, (2) the required number of signed approvals setting forth the action so taken is received, and (3) the requirements of this Section 2.12(o) of these Bylaws are satisfied. This corporation shall distribute one written ballot to each Voting Member entitled to vote on the matter using the address and contact information in the Database or as provided by the Voting Member for the purposes of receiving such ballot. The ballot and any related material may be sent by electronic transmission by the corporation, and responses may be returned to the corporation by electronic transmission that meets the requirements of Section 2.12(i) of these Bylaws. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of Directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) give the Voting Member an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the corporation. If the corporation has 100 or more Voting Members, any written ballot distributed to ten or more Voting Members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice

in any such matter, the vote shall be cast according to that specification. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting. A written ballot may not be revoked. All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least four (4) years.

(p) Record Date. For purposes of establishing the Voting Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for

(i) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;

(ii) Voting at a meeting shall be no more than 60 days before the date of the meeting;

(iii) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and

(iv) Taking any other action shall be no more than 60 days before that action.

(v) If no record date is fixed by the Board, the record date shall be fixed in accordance with the Law.

(q) Inspector(s) of Elections. In advance of any meeting of the Voting Members, the Board may appoint inspector(s) of election to act at the meeting and any adjournment thereof, if not, inspector(s) of election may be appointed as set forth in § 7614 of the Law.

#### Section 2.13 INSPECTION RIGHTS OF VOTING MEMBERS.

(a) Unless the corporation provides a reasonable alternative as provided below, any Voting Member may, for a purpose reasonably related to the Voting Member's interest as a member, inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on 5 days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested. The corporation may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the Voting Membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

(b) On written demand on the corporation, any Voting Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Voting Members, the Board of Directors, and Standing or Special Committees of the Board at any reasonable time for a purpose reasonably related to the Voting Member's interest as a member. Any such inspection and copying may be made in person or by the Voting Member's

agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

#### Section 2.14 NO TRANSFER OR ASSIGNMENT.

(a) Voting Membership in the corporation may not be assigned or transferred without the written approval of the corporation, and any purported assignment or transfer without such written approval shall be null and void.

(b) No Associate Class Membership in the corporation may be assigned or transferred without the written approval of the corporation, and any purported assignment or transfer without such written approval shall be null and void.

### ARTICLE III

#### DIRECTORS

Section 3.01 POWERS. Subject to any limitations in the Articles, these Bylaws, and the Law as to actions which shall be approved by the Voting Members, and subject to compliance with any other applicable laws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, management company, or committee however composed; *provided that* the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation and require from them such security, if any, for faithful service as the Board may deem appropriate.

(b) To conduct, manage and control the affairs and activities of the corporation, and to make such rules and regulations therefor not inconsistent with Law, the Articles, or these Bylaws, as they may deem appropriate.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate, but failure to affix a seal does not affect the validity of any instrument.

(d) To assume obligations, enter into contracts, including contracts of guarantee or suretyship, incur liabilities, borrow or lend money or otherwise use its credit, and secure any of its obligations, contracts, or liabilities by mortgage, pledge or other encumbrance of all or any part of its property and income.

(e) To consider and approve a final form of the annual budget.

In performing the duties of director, a Director shall be entitled to rely on information, opinions, reports or statements, and other data prepared or presented by: (a) one or more competent officers or employees of the corporation; (b) legal counsel, independent accountants, or other competent professional persons; or (c) the Board, or a committee of the Board upon which the Director does not serve, as long as in any such case the Director acts in good faith, after reasonable inquiry.

Section 3.02 NUMBER OF DIRECTORS; TERM OF OFFICE. The authorized number of Directors shall be neither less than twenty (20) nor more than forty (40))

until changed by amendment of the Articles or these Bylaws. The exact number of Directors shall be fixed, within the limits specified, by resolution duly adopted by the Board. The initial number of Directors shall be thirty-two (32), including the President and CEO, who shall be a member of the Board of Directors by reason of their office, and shall be a member of the Board only for so long as the President and CEO remains in office. The President and CEO shall serve as an ex officio Director of this corporation, for a term concurrent with their appointment as President and CEO, unless the President and CEO is a full time employee of a Voting Member which has another employee or representative serving on the Board of Directors; in such case, the President and CEO shall not serve as an ex officio Director until there is not a duplication of Directors from the same Voting Member. The ex officio Director will have all the rights of any Director of this corporation, including the right to vote on any matter, unless otherwise provided in these Bylaws or at Law.

Section 3.03 QUALIFICATION, SELECTION, AND TERM OF  
OFFICE.

(a) All Directors shall be nominated and elected by the affirmative vote of the Board of Directors, except for the President and CEO, who shall serve ex parte as set forth in Section 3.02(e).

(b) The term of office of each Director elected by the Board shall be three (3) years and shall be staggered. Following the adoption of these Amended and Restated Bylaws, to the extent practicable and without reducing the current term of any serving Director, the Board may confirm the terms of each serving Director who is elected by the Board to set that approximately one third of the serving Directors shall have their current term of service expire until the next annual meeting of the Board, one third shall have their current term of service

expire until the second following annual meeting of the Board, and one third shall have their current term of service expire until the third following annual meeting of the Board, with the intent to have approximately one third of the terms of the members of the Board elected by the Board expire every year. To that end, the Board may determine to have special terms of one year, or two years, if needed to have one-third of the terms expire every year. For clarity, failure to achieve or maintain such one third staggering shall not invalidate or make voidable any Board action.

(c) All Directors except for the ex parte director must be an officer or employee of a Voting Member. No more than one-third ( $1/3^{\text{rd}}$ ) of the Directors in office at one time may be an officer or employee of a Semiconductor Ecosystem Partner Member; for example, if there are thirty (30) Directors in office; only ten (10) Directors may be an officer or employee of a Semiconductor Ecosystem Partner Member and any attempt in that example to add an eleventh ( $11^{\text{th}}$ ) Director who is an officer or employee of a Semiconductor Ecosystem Partner Member will be void. For clarity, if a resignation, removal, or other vacancy in the term of a Director who is an officer or employee of a Semiconductor Director causes there to be more than one-third of the Directors in office who officers or employees of a Semiconductor Ecosystem Partner Director, the solution is that the Board shall fill vacancies with Semiconductor Directors so that the number of Directors who are officers or employees of Semiconductor Ecosystem Partner Directors is one-third ( $1/3^{\text{rd}}$ ) or less of the Directors then in office.

(d) Such Directors shall hold office until their respective successor is elected and qualified by the Board, or the Voting Members or the Board declare such Director's position to be vacant, or the death, resignation or removal of the Director. At each annual meeting of the

Board of Directors, a number of Directors shall be elected by the Board of Directors equal to the number of Directors whose terms shall have expired at the time of such meeting subject to any increase or decrease in the authorized number of Directors pursuant to Section 3.02 of these Bylaws.

(e) To be qualified to be elected and to continue to serve a Director, a Director (other than the ex parte Director) must remain an employee of the organization in which such Director was employed at the time such Director was elected, and such employer organization must remain a Voting Member in good standing; otherwise, the Board may declare such Director's office vacant as set forth in Section 3.05 of these Bylaws. Regardless of any other provision set forth herein, there may only be one member of the Board from a single Voting Member.

(f) Directors may serve any number of consecutive terms.

(g) The Board may appoint advisors to the Board who shall not (i) be members of the Board, (ii) have any voting rights, or (iii) count towards or against a quorum of the Board. These advisors may be provided notices of Board meetings, but their absence or failure to provide notice shall not render any action or determination by the Board void, voidable, or subject to challenge to their absence or the absence of an invitation to a Board meeting. Further, Board advisors may be excluded from executive sessions of Board meetings.

Section 3.04 CONFLICT OF INTEREST; CONTRACTS NOT VOID  
OR VOIDABLE; CONDITIONS

(a) No contract or other transaction between the corporation and one or more of its Directors, or between the corporation and any domestic or foreign corporation, firm or association in which one or more of its Directors has a material financial interest, is either void

or voidable because such Director or Directors or such other corporation, business corporation, firm or association are parties or because such Director or Directors are present at the meeting of the Board of Directors thereof which authorizes, approves or ratifies the contract or transaction, if:

(i) The material facts as to the transaction and as to such Director's interest are fully disclosed or known to the Voting Members and such contract or transaction is approved by the Voting Members in good faith, with any membership held by any interested Director not being entitled to vote thereon;

(ii) The material facts as to the transaction and as to such Director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the interested Director or Directors and the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified; or

(iii) As to contracts or transactions not approved as provided in paragraph (1) or (2) of this subdivision, the person asserting the validity of the contract or transaction sustains the burden of proving that the contract or transaction was just and reasonable as to the corporation at the time it was authorized, approved or ratified.

A mere common directorship does not constitute a material financial interest within the meaning of this subdivision. A Director is not interested within the meaning of this subdivision in a resolution fixing the compensation of another Director as a Director, officer or employee of the corporation, notwithstanding the fact that the first Director is also receiving compensation from the Corporation.

(b) No contract or other transaction between the corporation and any corporation, business corporation or association of which one or more of its Directors are directors is either void or voidable because such Director or Directors are present at the meeting of the Board of Directors which authorizes, approves or ratifies the contract or transaction, if:

(i) The material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director or Directors or the contract or transaction is approved by the members in good faith; or

(ii) As to contracts or transactions not approved as provided in paragraph (1) of this subdivision, the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified.

This subdivision does not apply to transactions covered by subdivision (a) of this Section 3.04 of these Bylaws.

#### Section 3.05 VACANCIES.

(a) Any director may resign effective upon giving written notice to the Chair of the Board, the President and CEO, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. The person receiving such resignation shall inform the other members of the Board of the resignation. If the resignation is effective at a future time, a successor may be selected to take office when the resignation becomes effective.

(b) All vacancies on the Board shall be filled in the same manner prescribed under Section 3.03 of these Bylaws, provided that any vacancy to be filled by election of the Board of Directors may be filled by a majority of the remaining Directors, although less than a

quorum, or by a sole remaining Director at any regular or special meeting of the Board. Each Director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified unless the Board otherwise determines. The Voting Members may elect a Director or Directors at any time to fill any vacancy or vacancies for Director Board seats not filled by the Board of Directors except for any ex parte Director positions on the Board.

(c) A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any director or an increase in the authorized number of directors. The Board of Directors may elect a representative from the same company as the seat vacated. The term of a Director so elected shall be the unexpired portion of the term of the Director, if any, the Director so elected is replacing.

(d) The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, in the case the Corporation is holding assets in charitable trust, been found by a final order or judgment to have breached any duty arising as a result of § 7238 of the Law, or who fails to continue to meet the qualifications for such Director set in Section 3.03 of these Bylaws or who has missed three or more consecutive meetings of the Board of Directors without good reason, as determined by the Board.

(e) Any or all of the Directors may be removed by the Voting Members, with or without cause, by a majority vote of the Voting Members. Such removal may occur at any time.

(f) The Superior Court of the proper county may, at the suit of a director, remove from office any director in case of fraudulent or dishonest acts or gross abuse of

authority or discretion with reference to the corporation or breach of any duty arising under §§ 7230 through 7238 of the Law, and may bar from reelection any director so removed for a period prescribed by the Court. The corporation shall be made a party to such action and, shall the corporation hold charitable assets in trust, shall give notice to the Attorney General of the same.

(g) Any reduction of the authorized number of directors or any amendment reducing the number of classes of directors does not remove any director prior to the expiration of the director's term of office.

Section 3.06 PLACE OF MEETING. Meetings of the Board may be held at a place within or without the State of California that has been designated by resolution of the Board or in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 3.07 ANNUAL MEETINGS. The Board shall hold an annual meeting for the purposes of organization, election of Directors; selection of officers (if there is a vacancy) and the transaction of other business. Annual meetings of the Board shall be held on such dates and at such times as may be fixed by the Board.

Section 3.08 REGULAR MEETINGS. Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by these Bylaws or the Board. In addition to the Annual Meeting, the Board shall have a minimum of two (2) regular meetings a year.

Section 3.09 SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, a Vice Chair of the Board, the President and CEO, the Secretary or any two (2) Directors.

Section 3.10 NOTICE. Annual and special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

Any such notice shall be addressed or delivered to each director at such director's address or email address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient, or the recipient's voice messaging system or other system or technology designed to record and communicate messages, or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

A notice need not specify the purpose of any regular or special meeting of the Board, except as set forth below:

(a) The Board may only consider removal of a director under Section 3.05(d) at an annual, regular, or special meeting for which advance written notice of the proposal is provided to all directors at least seven (7) days in advance of the meeting.

(b) The Board may only (a) recommend to the Voting Members the amendment, restatement, or repeal or adoption of new Articles; (b) approve the amendment, restatement, or repeal or adoption of new Bylaws where the Board may do so without Voting Member approval; and (c) recommend to the Voting Members the amendment, restatement, or repeal or adoption of new Bylaws where required by Section 5.08 of these Bylaws; at either

(i) An annual, regular, or special meeting for which advance written notice of the proposal pertaining to the Articles, Bylaws or both, is provided to all directors at least seven (7) days in advance of that meeting, or

(ii) By written consent as set forth in Section 3.16 of these Bylaws.

Section 3.11 QUORUM. The greater of (i) two (2) Directors or (ii) one-fifth the authorized number shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.15 of these Bylaws. An act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number be required by the Law, the Articles, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number required by Law, the Articles, or these Bylaws.

Each of the following actions shall require a vote by a majority of the directors then in office in order to be effective:

(a) The recommendation to the Voting Members the amendment, restatement, or repeal of the Articles or the adoption of new Articles

(b) The amendment, restatement, or repeal of Bylaws or the adoption of new Bylaws (where the Board has the authority to do so by Section 5.06 of the Bylaws), and recommending to the Voting Members the amendment, restatement, or repeal of Bylaws or the adoption of new Bylaws (where required by Section 5.06 of the Bylaws);

(c) Recommending to the Voting Members the dissolution of the corporation and winding up of business or any sale, lease, conveyance, exchange, transfer or other disposition of all or substantially all of its assets;

(d) If the provisions of § 5233 of the Law are made applicable to the corporation by § 7238 of the Law, the approval of any self-dealing transaction (without counting the vote of any “interested director” as defined in § 5233 of the Law), except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in § 5233(d) of the Law subject to ratification by a majority of the directors then in office (without counting the vote of any “interested director” as defined in § 5233 of the Law) at the next meeting of the Board;

(e) The establishment of any special or Standing Committees of the Board and any appointments to such committees; and

(f) The approval of any other action for which the Law requires approval of such a majority of the Board.

Section 3.12 DEADLOCKED BOARD. If the Board has an even number of directors who are equally divided and cannot agree as to the management of its

affairs, so that its activities can no longer be conducted to advantage or so that there is danger that its property, activities, or business will be impaired or lost, the Superior Court of the proper county may, notwithstanding any provisions of the Articles or these Bylaws, appoint a provisional director meeting the qualifications set forth in § 7225(d) of the Law. Action for such appointment may be brought by any director or members holding not less than 33 1/3<sup>rd</sup> of the voting power. If the corporation is holding charitable assets in trust, any person bringing such an action shall give notice to the Attorney General.

Section 3.13 PARTICIPATION IN MEETINGS BY CONFERENCE  
TELEPHONE, ELECTRONIC VIDEO SCREEN COMMUNICATION, OR  
OTHER COMMUNICATIONS EQUIPMENT. Members of the Board may participate in a meeting, or a committee meeting, through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this Section 3.13 constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this Section 3.13 constitutes presence in person at that meeting if all of the following apply:

(a) Each member participating in the meeting can communicate with all of the other members concurrently.

(b) Each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(c) The corporation adopts and implements some means of verifying both of the following:

(i) A person participating in the meeting is a director or other person entitled to participate in the Board meeting.

(ii) All actions of, or votes by, the Board are taken or cast only by the directors and not by persons who are not directors.

Section 3.14 WAIVER OF NOTICE. Notice of a meeting need not be given to a director who provided a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that director. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. A waiver of notice need not specify the purpose of any regular or special meeting of the Board.

Section 3.15 ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 3.16 ACTION WITHOUT MEETING. An action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action, and if subject to subdivision

(a) of § 7224 of the Law. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as the unanimous vote of the directors. For the purposes of this Section 3.16, “all members of the Board” shall not include any “interested director” as defined in § 5233 of the Law, insofar as it is made applicable pursuant to § 7238 of the Law, or a “common director” as described in subdivision (b) of § 7233 of the Law, who abstains in writing from providing consent, where the requirements of § 7211(b) of the Law are met.

Directors may consent, vote, or otherwise take action under this Section 3.16 by a signed document transmitted by mail, messenger, courier, facsimile, email, or any other reasonable method satisfactory to the Chair of the Board or the President and CEO.

Section 3.17 RIGHTS OF INSPECTION. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of any subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 3.18 STANDING OR SPECIAL COMMITTEES. The corporation may have Standing Committees and may have special committees, as the Board may, from time to time, establish to serve at the pleasure of the Board and with such powers and be subject to such procedures as the Board may establish to the extent consistent with the Articles, the Bylaws, and the Law.

The establishment of standing or any Special Committees shall be effected by a resolution of the Board adopted by a majority of the directors then in office which specifically

sets forth the powers and duties delegated to such committee. Only current members of the Board may be members of a Special Committee or Standing Committee.

Each Standing Committee shall consist of two (2) or more directors and shall be presided over by a director selected from among the members of such committee by the Board to act as chair of such committee. The Board may, but is not required to, appoint a vice chair of one or more committees. Appointments to such committees, as well as appointment of a chair or optional vice chair of a committee, shall also be by a majority vote of the directors then in office and shall happen at the Annual Meeting or at such other times as determined by the Board. All members of a standing or Special Committee, and their chairs and any vice chairs, serve at the pleasure of the Board, and the Board shall have the power to change or remove members of a standing or Special Committee at any time, either with or without cause, and to fill vacancies. The Board may appoint one or more directors as alternate members of a committee, who may replace any absent member of such committee. The President and CEO shall be an ex officio member of all Standing Committees and Special Committees of the Board, provided the requirements in Section 3.02 of these Bylaws are met. The term “Standing Committee” or “Special Committee” shall mean any committee appointed by the Board which is authorized by these Bylaws or by specific delegation, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Meetings and actions of Standing Committees and Special Committees of the Board shall be governed by, held and taken under the provisions of these Bylaws concerning meetings and other Board actions, including without limitation those pertaining to quorum and notice, except that meetings of Standing Committees and Special Committees of the Board may be set by resolution of the Board, or, if none, by

resolution of such committee, or the chair of such special or Standing Committee or the Chair of the Board. A chair of a standing or Special Committee may resign their position as chair in writing, for example, by email, to the Chair or Vice Chair of the Board.

(i) Any action which under the provisions of the Law may be taken at a meeting of a Board Standing Committee or Special Committee may be taken without a meeting, if all members of such Board Standing Committee or Special Committee shall individually or collectively consent in writing to that action, and subject to subdivision (a) of § 7224 of the Law the number of directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of such committee. The legal requirements set out at Section 3.16 of these Bylaws shall, mutatis mutandis, apply to unanimous written consents of a Board Standing Committee or Special Committee.

#### Section 3.19 LIMITATIONS UPON COMMITTEES OF THE

BOARD. No committee of the Board shall have any of the authority of the Board with respect to:

- (a) The approval of any action for which the Law also requires approval of the Voting Members or approval of a majority of all Voting Members;
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (c) The amendment or repeal of the Articles or Bylaws or the adoption of new Articles or Bylaws;
- (d) The fixing of compensation of the directors for serving on the Board or on any committee which has the authority of the Board;

- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of committees of the Board or the members thereof if such committee will have the authority of the Board;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (h) If the requirements of § 5233 of the Law are applicable to the corporation by § 7238 of the Law, the approval of any self-dealing transaction, except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in § 5233(d) of the Law subject to ratification by a majority of the directors then in office (without counting the vote of any “interested director” as defined in § 5233 of the Law) at the next meeting of the Board; or
- (i) The approval of any other action for which the Law or these Bylaws requires approval of the Board or of a majority of the Board.

Section 3.20 ADVISORY COMMISSIONS. The Board of Directors, the Chair of the Board, a Board standing or Special Committee, or the President and CEO may from time to time appoint such advisory commissions as deemed appropriate, consisting of directors or persons who are not directors, or both. Commissions may also be called Task Forces or by another name. Such advisory commissions shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the Board or the chair of each such advisory commission, to the extent that in doing so the chair of an advisory commission does not conflict

with any resolution of the Board. Meetings of an advisory commission may be set by the Board or called by the Chair of the Board, the President and CEO, or the chair of each such advisory commission, or through a schedule of meetings approved by such advisory commission. An advisory commission may report out to the Board, as directed by the Chair of the Board; a Board special or Standing Committee, as directed by the chair of such special or Standing Committee; the Chair of the Board, as directed by the Chair of the Board; or the President and CEO, as directed by the President and CEO. The person or entity creating an advisory commission shall have the authority to name and remove members of such commission, except that the Board shall also have the power to name and remove any member of any advisory commission, regardless of such advisory commission's formation. The person or entity naming members to an advisory commission shall have the discretion to set a term for such membership, subject to the removal provisions set forth in this Section 3.20. Members of a commission which are not current members of the Board may receive fair and reasonable compensation for their service on such commission, provided such compensation is set by the Board, regardless of which person or entity created such commission.

#### Section 3.21 FEES AND COMPENSATION.

(a) Directors may be compensated for services rendered to the corporation as directors in accord with the rules and regulations of the Internal Revenue Service and California law. Directors may be reimbursed for expenses incurred in the performance of their duties to the corporation, in reasonable amounts as per reasonable reimbursement policies approved by the Board.

(b) This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Attorney General;

*provided, however,* that the corporation may advance money to a director or an officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such director or an officer, *provided that* in the absence of any such advance, such director or an officer would be entitled to be reimbursed for such expenses by the corporation. Subject to the provisions of Section 3.04 of these Bylaws, nothing contained in these Bylaws shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor.

(c) The provisions of Subparagraph (b) of this Section 3.23 do not apply to (1) the payment of premiums in whole or in part by the corporation on a life insurance policy on the life of a director or an officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value or (2) to a loan made to or for the benefit of an officer in circumstances where the loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in California.

## ARTICLE IV

### OFFICERS

Section 4.01 OFFICERS. The officers of the corporation shall be a Chair of the Board, a President and CEO, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, a Vice Chair, one (1) or more Vice Presidents, one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers, and such other officers with such titles and duties as shall be stated in these Bylaws or determined by the Board and as may be necessary to enable it to sign instruments and as may be elected or appointed in accordance

with the provisions of Section 4.03 of these Bylaws. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President and CEO or Chair of the Board.

Section 4.02 ELECTION. The Chair and Vice Chair, if any, shall serve two (2) year terms, until the date that the officer's successor is elected, or earlier on the date of their resignation, removal, or other disqualification from service. President and CEO, the Secretary and the Treasurer shall be elected by the Board and continue to serve for a term, if any is set by the Board, if any, until the date that the officer's successor is elected, or earlier on the date of their resignation, removal, or other disqualification from service. Such officers as may be elected or appointed in accordance with the provisions of Section 4.03 or Section 4.05, shall be chosen for a term to be set by the Board and shall serve for that term, or or the date that the officer's successor is elected, or earlier on the date of their resignation, removal, or other disqualification from service. Officers shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. A Subordinate Officer, as set forth in Section 4.03, may be removed by the Board or the officer appointing such Subordinate Officer.

Section 4.03 SUBORDINATE OFFICERS. The Board may elect, and may empower the President and CEO to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board or President and CEO or such other authorized officer may from time to time determine. If so empowered by the Board to name an officer, the President and CEO shall notify the Board of any such appointment. For

avoidance of doubt, the title of vice president or any other title does not necessarily mean that such person is an officer of the corporation.

Section 4.04 REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer elected or named by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be subject to the rights, if any, of an officer under any contract of employment. Any officer who was not chosen by the Board may be removed by any officer on whom the Board confers the powers of removal. Any officer may resign at any time upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointment to such office, as such vacancies occur.

Section 4.06 CHAIR OF THE BOARD; VICE CHAIR. The Chair of the Board, if any, shall, if present, serve as the chairperson and exercise and perform such other powers and duties as may be from time to time assigned by the Board. If there is no President and CEO, and no Vice Presidents appointed by the Board, the Chair of the Board shall also have the power and duties of the President and CEO, unless the Board has established emergency succession policies that designate another officer of the corporation to serve as an acting President and CEO until a President and CEO is elected by the Board or such other time as

determined by the Board. The Vice Chair shall perform the duties of the Chair of the Board in the absence of the Chair of the Board.

#### Section 4.07 PRESIDENT AND CHIEF EXECUTIVE OFFICER

(CEO). Subject to such powers, if any, as may be given by the Board to the Chair of the Board, the President and Chief Executive Officer (referred to herein as the “President and CEO”) is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and affairs of the corporation. The President and CEO shall preside at all meetings of the Board unless otherwise determined at a Board meeting. The President and CEO has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. The President and CEO shall be an ex officio member of the Board, as set forth in Section 3.02 of the Bylaws, and of all Standing Committees and Special Committees of the Board, unless President and Chief Executive Officer does not meet the qualifications set forth in Section 3.02 of these Bylaws.

Section 4.08 VICE PRESIDENTS. In the absence or disability of the elected President and CEO, the Vice Presidents elected by the Board, if any, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and CEO and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President and CEO. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 4.09 SECRETARY. The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and these Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees required by the Law or by these Bylaws to be given, shall keep the seal of the corporation (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

An Assistant Secretary appointed by the Board, or, if so empowered by Section 4.03, the President and CEO, shall have power to act in the place of the Secretary as may be directed by the Board, the Secretary or the President, but must be an employee of the corporation and not a member of the Board.

Section 4.10 TREASURER. The Treasurer shall serve as the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and CEO and the directors, whenever they

request it, an account of all transactions as CFO and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

## ARTICLE V

### OTHER PROVISIONS

#### Section 5.01 ENDORSEMENT OF DOCUMENTS; CONTRACTS.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between the corporation and any other person, when signed by any one (1) of the Chair of the Board, the President and CEO or any Vice President and by any one (1) of the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of the corporation, is not invalidated as to the corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

#### Section 5.02 REPRESENTATION OF SHARES OF OTHER

CORPORATIONS. The President and CEO, or any other officer or officers authorized by the Board or the President and CEO, are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein

granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 5.03 CONSTRUCTION; DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law (the “Law”) shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Section 5.04 AMENDMENTS.

(a) The following modifications of, repeal of, restatements of, amendments to or additions to the Bylaws require the approval of the Voting Members as set forth in these Bylaws and at Law:

(i) A Bylaw that would materially and adversely affect the rights of Voting Members as to voting, dissolution, redemption, or transfer;

(ii) A Bylaw that would increase or decrease the number of voting members authorized in total or for any class (if ever there were more than one class of voting membership);

(iii) A Bylaw that would effect an exchange, reclassification or cancellation of all or part of the Voting Membership (and, if ever there was more than one class of voting memberships, any other class of voting membership);

(iv) A Bylaw authorizing a new class of voting membership;

(v) A Bylaw specifying or changing a fixed number of directors or the maximum or minimum number or changing from a fixed to a variable board or vice versa.

(vi) A Bylaw requiring that approval by the Voting Members be unanimous or by a greater proportion than that required by Law, if any, can be altered, amended, or repealed only by the specified vote of the Voting Members.

(vii) A Bylaw amendment increasing the length of a Director's terms.

(viii) A Bylaw providing for selection of a Director by designation.

(ix) A Bylaw authorizing the Board to fill a vacancy created by removal of a Director by the Voting Members as set by Law.

(x) A Bylaw that would change the number necessary for a quorum at membership meetings, create or change proxy rights, or change or repeal cumulative voting rights.

(xi) A Bylaw that is otherwise restricted to approval of voting members as set forth by Law.

(b) The following modifications of, repeal of, restatements of, amendments to or additions to the Bylaws require the approval of a class of Voting Membership if such action would:

(1) Materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that Voting Membership Class as to voting, dissolution, redemption, or transfer in a manner different than such action affects another Voting Membership class;

(2) Materially and adversely affect such Voting Membership class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions or conditions of another Voting Membership class;

- (3) Increase or decrease the number of memberships authorized for such Voting Member class;
- (4) Increase the number of memberships authorized for another Voting Membership class;
- (5) Effect an exchange, reclassification or cancellation of all or part of the memberships of such Voting Membership class; or
- (6) Authorize a new class of Voting Memberships.

(c) Bylaws regarding the items set forth in Section 5.04(a) and (b) of the Bylaws must be, and other items in the Bylaws may be, adopted, amended or repealed by the affirmative vote of a majority of the Voting Members represented and voting at a duly held meeting at which a quorum is present (which affirmative vote also constitutes a majority of the required quorum) or a written ballot meeting the requirements of Section 2.12(o) of these Bylaws, except as otherwise provided by Law or by the Articles.

(d) Provided that the modifications to the Bylaws do not involve the items set forth in Section 5.04(a) and (b) of the Bylaws, the Board of Directors may adopt, repeal, or modify the Bylaws; provided, however, that any modifications to the Bylaws enacted by the Board of Directors may be amended or set aside by the Voting Members by a majority vote, and the Board of Directors shall not have any power to reenact modifications to the Bylaws where such modifications have been amended or set aside by the Voting Members.

#### Section 5.05 MAINTENANCE OF CERTAIN RECORDS.

(a) The corporation shall keep at its principal office in the State of California the original or a copy of the Articles and these Bylaws as amended to date.

(b) The accounting books, records, minutes of proceedings of the Board and its standing and Special Committees shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed, or printed form.

(c) The original or a copy of these Bylaws or of the minutes of any incorporators', members', directors' committee or other meeting or of any resolution adopted by the Board or a committee thereof, certified to be a true copy by a person purporting to be the Secretary or an Assistant Secretary of the corporation, is prima facie evidence of the adoption of such Bylaws or resolution or of the due holding of such meeting and of the matters stated therein.

Section 5.06 ANNUAL REPORT. The Board shall cause an annual report to be prepared within 120 days after the end of the corporation's fiscal year.

That report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year, an income statement, and a statement of cash flows for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;

(b) A statement of the place where the names and addresses of current Voting Members are located; and

(c) Any information required by Section 5.07 of these Bylaws.

(d) This corporation shall annually notify each Voting Member of such member's right to receive a copy of the financial report under this Section 5.06 of the Bylaws.

Except as provided in this Section 5.06 of these Bylaws, on written request by a Voting Member, the Board shall promptly cause the most recent annual report to be sent to the requesting Voting Member.

If the Board approves, the corporation may send the report and any accompanying material sent pursuant to this Section 5.06 of the Bylaws by electronic transmission.

This Section 5.06 shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

#### Section 5.07 ANNUAL STATEMENT OF CERTAIN

TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all Voting Members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail, deliver, or send by electronic transmission to its Voting Members and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year:

- (a) Unless approved by Voting Members under § 7233(a) of the Law, any transaction
  - (i) to which the corporation, its parent, or its subsidiary was a party,
  - (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and
  - (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):
    - A. Any director or officer of the corporation, its parent, or its subsidiary;

B. Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to §7237 of the Law, unless the loan, guaranty, indemnification, or advance has already been approved by the Voting Members as set forth in §5034 of the Law, or the loan or guaranty is not subject to §7235(a) of the Law.

#### Section 5.08 INDEMNIFICATION.

(a) The corporation shall, to the maximum extent permitted by the Law and § 4958 of the Internal Revenue Code, indemnify each of its directors, officers, employees, or other agent of the corporation against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a director, officer, employee or other agent of the corporation and shall advance to such person expenses incurred in defending any such proceeding to the maximum extent permitted by the Law and § 4958 of the Internal Revenue Code. For purposes of this Section 5.08, an agent of the corporation includes any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a

predecessor corporation of the corporation or of another corporation or other enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes, without limitation, attorney’s fees and any expenses of establishing a right to indemnification under California law, including subdivision (d) or Paragraph 3 of subdivision (3) of § 7237 of the Law. The Board may, in its discretion, provide by resolution for such indemnification of, or advance of expenses to, other agents of the corporation not set forth above, and likewise may refuse to provide for such indemnification or advance of expenses for such other agents except to the extent such indemnification is mandatory by law.

On written request of the Board by any director, officer, employee or agent seeking indemnification under § 7237(b) of the Law, the Board shall promptly decide under § 7237 (e) of the Law whether the applicable standard of conduct set forth in § 7237(b) or § 7237(c) of the Law has been met and, if so, the Board shall authorize indemnification.

(b) As to any director, officer, employee or agent, to the extent permitted by law, advance expenses incurred or to be incurred by a director, officer, employee or agent in connection with any proceeding arising by reason of the fact that such person was or is a director, officer, employee or agent of the corporation, provided such advance is authorized by the Board and permitted by law.

(c) The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any director, officer, employee or agent of the corporation against any liability which may be asserted against or incurred by such director, officer, employee, or agent in such capacity or arising out of the director, officer, employee or agent’s status as such, whether or not this corporation would have the power to indemnify such person against that liability under the

provisions of this Section 5.08, excepted as limited by § 5238(i) of the Law, if § 5233 of the Law is made applicable to the corporation by § 7238 of the Law or as otherwise restricted by law.

(d) This Section 5.08 does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be director or officer of the corporation as defined in Subsection (c) of this Section 5.08. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subsection (f) of § 7140 of the Law.

(e) The indemnification provided by this Section 5.08 shall not be deemed exclusive of any rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in their official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executives and administrators of such person.

Section 5.09 EMERGENCIES. The provisions of this Section are adopted in accordance with § 7151(g) of the Law. Notwithstanding anything to the contrary in these Bylaws, this Section shall apply during an Emergency.

(a) "Emergency" shall mean the events or circumstances described in § 7140 of the Law, including a natural catastrophe, an attack on this state or nation, an act of terrorism or other manmade disaster, a pandemic, or a state of emergency proclaimed by the Governor or by the President, as a result of which a quorum of the Board, as prescribed in Section 3.11 of these Bylaws, cannot readily be convened for action. In such circumstances, a majority of the directors or committee members present at a meeting shall determine that pursuant to this Section, an Emergency exists, notice of the meeting was properly given, and quorum has been constituted, before proceeding to take other action as permitted under this Section.

(b) A meeting of the Board or of a committee may be called by any officer or director. The person or persons calling the meeting shall make best efforts to personally contact each director to notify the director of the meeting. Where personal contact cannot be made, and notice cannot be given to a director or directors in the manner prescribed in Section 3.10 of these Bylaws, notice shall be given in any practicable manner under the circumstances, including, but not limited to, by publication or radio.

(c) Two directors in attendance at the meeting of the Board so called, and two members in attendance at the meeting of the committee so called, shall constitute a quorum. The approval by a majority of the directors or committee members present at the meeting shall constitute the action of the Board or the committee.

(d) The Board, either before or during any Emergency, may provide, and from time to time modify, lines of succession in the event that during the Emergency, the Chair of the Board or the President and CEO shall for any reason be rendered incapable of discharging their respective duties.

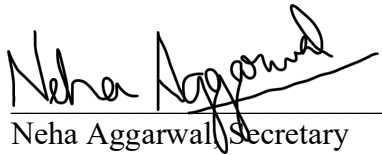
(e) The Board may take any action in anticipate of or during an Emergency that it determines to be necessary or appropriate to respond to the Emergency, mitigate the effects of the Emergency, or comply with lawful federal and state government orders using the procedures described in this Section; but shall not take any action that requires the vote of the Members unless the required vote of the Members was obtained prior to the Emergency. Actions taken in good faith in accordance with these Emergency provisions bind the corporation and may not be used to impose liability on any director or officer.

*[certification follows]*

## CERTIFICATION

I hereby certify that I am the Secretary of the Global Semiconductor Alliance, and that the foregoing Bylaws are the Bylaws as adopted by the Board of Directors of Global Semiconductor Alliance and the Members of the Global Semiconductor Alliance with an effective date of December 11, 2025, and that these Bylaws have not been amended or modified since that date.

Dated: December 11, 2025

  
Neha Aggarwal, Secretary

Bylaws of  
Global Semiconductor Alliance  
A California Mutual Public Benefit Corporation  
With Members  
Effective as of December 11, 2025

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Global Semiconductor Alliance  
A California Mutual Public Benefit Corporation  
With Members

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