

BYLAWS
Of
SEMI
(Amended and restated as of July 11, 2022)

ARTICLE I
Name and Offices

Section 1. Registered Office and Registered Agent. SEMI shall maintain a registered office and registered agent in the State of California.

Section 2. Principal Office. The principal office of SEMI is located in Milpitas, County of Santa Clara, State of California. SEMI may have such other offices or may move its principal office, either within or without the State of California, as may be determined from time to time by resolution of its board of directors (the "Board of Directors" or, the "Board").

ARTICLE II
Membership

Section 1. Classes and Qualifications of Members. SEMI shall have the following members: There shall be one class of voting members (the "Voting Members") and four (4) classes of non-voting members (collectively, the "Non-Voting Members") (both of which when taken together may be referred to herein as the "Members"). Those seeking to become Members of SEMI shall complete a one-time membership application and shall be required annually to pay the dues applicable under their particular class of membership. Provided that a Member continues to otherwise satisfy the qualifications for its particular class of membership, timely payment of dues by a Member shall cause such Member to be in good standing.

Section 2. Voting Members. A Voting Member shall be any organization, (1) the interest or corporate objective of which is manufacturing equipment and materials for semiconductors, displays, nano-scaled structures, micro-electro-mechanical systems ("MEMS"), and related technologies, that (2) completes a membership application that is approved by SEMI and (3) makes timely payment of applicable dues.

Section 3. Non-Voting Members. The Non-Voting Members shall be designated as follows:

(a) Associate Members. The Associate Members shall be those organizations that design, manufacture, sell, or distribute semiconductor and industry-related devices, including companies that provide wafer fabrication (foundry), test, assembly, and packaging manufacturing services.

(b) Affiliate Members. The Affiliate Members shall be those organizations or agencies that provide, or are involved in, research, education, advocacy, regulation, or cooperative initiatives, which benefit the semiconductor industry or semiconductor research.

(c) Allied Members. The Allied Members shall be those organizations or agencies whose main focus are not necessarily semiconductor or flat panel related, but which provide products and/or services to the semiconductor or flat panel industries.

(d) Individual Members. The Individual Members shall be further divided into three categories: (i) Individual: Any person who is interested in SEMI and wishes to participate in his or her individual capacity; (ii) Student: Any person who is enrolled in at least ten (10) credit hours per term at a state recognized college or university; and (iii) Retiree: Any person who is retired from the semiconductor equipment and materials, flat panel display, MEMS, and related industries.

Section 4. Dues. Members shall be required to annually pay the dues applicable under their particular class of membership. The Board shall have the authority to establish the dues applicable under any class of membership and may delegate this authority from time to time to such employee or employees of SEMI as determined by the Board.

Section 5. Termination of Membership. Any Member may resign at any time. Resignation shall not relieve a Member from the obligation of dues that have become payable to SEMI. SEMI may remove any Member with or without cause, including without limitation, the failure by any Member to pay the dues required by such Member, by acting pursuant to the procedures of Section 7341 of the Nonprofit Corporation Law. The Board of Directors may adopt policies relating to the failure of Members to pay dues and providing for the suspension of membership privileges of any delinquent Member, including, with respect to a delinquent Voting Member, suspension of voting rights. Such policies may provide for reinstatement of membership privileges upon payment of any dues that have become payable to SEMI.

Section 6. Transfer of Membership. Except in connection with a merger, acquisition, or other similar transaction involving a Member, a Member may not transfer a membership or any right arising from a membership.

Section 7. Obligations and Privileges of Membership.

(a) Voting, Election of Directors, and Notice. Each Voting Member shall designate in writing a representative to vote on its behalf (each, a "Designated Representative") and such designation shall remain effective until revoked or otherwise changed in a writing delivered to SEMI. A writing designating, revoking, or otherwise changing a Designated Representative may be delivered to SEMI by electronic transmission. Each Voting Member shall have one (1) vote upon each matter submitted to a vote of the Voting Members and may cast its vote by its Designated Representative. Non-Voting Members shall have no voting rights and shall not be entitled to receive notice.

(b) Other Privileges. Privileges of Voting and Non-Voting Members include, without limitation, attendance at the SEMI Annual Meeting and participation in various activities, programs, and publications of SEMI as may be designated from time to time by the Board of Directors.

Section 8. Annual Voting Member Action. The Voting Members, by their Designated Representatives, shall act annually to elect Directors.

Section 9. SEMI Annual Meeting. An unofficial annual meeting of SEMI (the "SEMI Annual Meeting") shall be held at such time and place as the Board of Directors may determine for the purpose of announcing the elected Directors and for the presentation and discussion of such other matters as may come before the meeting.

Section 10. Special Voting Member Meetings. Special meetings of the Voting Members (each, a "Special Voting Member Meeting"), at which official business of SEMI and actions of the Voting Members may take place, may be held at any time and place for any purpose or purposes, on call of the Chairman of the Board, the Board of Directors, or five percent (5%) or more of the Voting Members.

Section 11. Notice and Waiver of Notice.

(a) **Notice.** Written notice, including by electronic transmission, of any official meeting of the Voting Members of SEMI shall be given not less than ten (10) days nor more than ninety (90) days before the date of such meeting to each Voting Member entitled to vote thereat; provided that if notice is mailed, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting. All notices shall state the place, the date and the hour of such meeting, and, (i) in the case of a Special Voting Member Meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of any official annual meeting of the Voting Members, those matters which the Board intends to present for Voting Member action, but any other proper matter may be presented for action except as provided in Section 11(b) and Section 13 of these Bylaws. Notice may be given, but shall not be required, for any SEMI Annual Meeting.

(b) **Matters the General Nature of Which is Required in the Notice.** The general nature of any proposed action by the Voting Members with respect to the following is required to be stated in the notice or written waiver thereof: (i) removing a Director without cause; (ii) filling vacancies on the Board; (iii) amending the Articles of Incorporation; (iv) approving a contract or transaction in which a Director has a material financial interest; (v) approving the dissolution of SEMI; or (vi) approving a plan of distribution of SEMI. The notice of a meeting at which Directors are to be elected shall include the names of all who are nominees at the time of the notice.

(c) **Waiver of Notice.** The transactions of any meeting of the Voting Members, however called and noticed and wherever held, shall be valid as though held at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the persons entitled to vote but not present provides a waiver of notice or consents to the holding of the meeting or an approval of the minutes thereof in writing. Attendance of a person at a meeting shall constitute a waiver of notice and presence at the meeting, except where the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Record Dates. The Board of Directors may fix, in advance, a date as the record date for the determination of Voting Members entitled to notice of any meeting, to vote, to cast written ballot, including ballot by electronic transmission, or to exercise any rights in respect of any other lawful action. Said record date shall not be more than sixty (60) days prior to the date of such vote, ballot or other exercise of rights, except that the record date for notice of a meeting shall not be more than ninety (90) nor less than ten (10) days prior to the meeting date. If no record date is fixed by the Board of Directors, the Voting Members, at the close of business on the business day preceding the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held, are entitled to notice of a meeting of Voting Members.

Section 13. Quorum and Manner of Acting. Fifteen percent (15%) of the Voting Members entitled to vote shall constitute a quorum at any meeting of the Voting Members. If less than thirty-three and one-third percent (33-1/3%) of the Voting Members are in attendance, then they may only vote on matters the general nature of which was given in accordance with Section 11(a) above. The affirmative vote of a majority of the Voting Members present at a meeting at which a quorum is present shall be the act of the Voting Members unless a different number is required by the Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

Section 14. Action By Written or Electronic Ballot.

(a) Any action which may be taken at any official annual meeting of the Voting

Members or at any Special Voting Member Meeting may be taken without a meeting and without prior notice if SEMI distributes a written ballot to every Voting Member. Unless the Board of Directors determines otherwise, such ballot may be sent by electronic transmission and responses may be returned by electronic transmission. The ballot shall set forth the proposed action, provide an opportunity to approve or reject the proposal, and provide a reasonable time within which the ballot must be returned in order to be counted. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All ballot solicitations shall indicate the number of responses needed for a quorum, and with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. Directors may be elected by written ballot under this Section 14.

(b) Other procedures for action by ballot not included in these Bylaws shall be in accordance with Chapter 5 of the Nonprofit Corporation Law.

ARTICLE III Board of Directors

Section 1. General Powers. The affairs of SEMI shall be managed by its Board of Directors.

Section 2. Number and Qualifications of Directors. The number of directors (each, a “Director” and collectively, the “Directors”) shall be not less than nine (9) nor more than twenty-one (21) as shall be determined from time to time by the vote of the Voting Members. The Directors shall have such qualifications as shall be determined from time to time by the Board of Directors.

Section 3. Election and Term.

(a) With the exception of the President-Chief Executive Officer, who shall serve as a Director as described in paragraph (b), the Directors shall be elected by the Voting Members by written ballot, including ballot conducted by electronic transmission, to be distributed at least thirty (30) days prior to the SEMI Annual Meeting. Procedures for the election of Directors by ballot shall be in accordance with Chapter 5 of the Nonprofit Corporation Law. Approximately one-third (1/3) of the Board of Directors is to be elected each year. Elected Directors shall take office at the beginning of the Annual Director Meeting following their election and shall serve for a three (3) year term or until such Director’s successor shall have been duly elected and qualified. Directors may serve for up to five (5) total terms. Notwithstanding the foregoing, the Board shall have the discretion from time to time to waive term limits as to any one or more elected Directors if the Board deems such waiver to be in SEMI’s best interests, and such waiver may be evidenced (but not exclusively) by renomination of a Director for reelection (whether before or after 2022) for one or more additional terms beyond the stated limit from time to time in force.

(b) The President-Chief Executive Officer, by virtue of holding the position of President-Chief Executive Officer, shall serve as a Director. The President-Chief Executive Officer shall be included within the number of authorized Directors; shall have the right to vote; shall count toward establishing a quorum of the Board of Directors; but shall not be subject to any limitation on the number of terms that he or she may serve.

Section 4. Resignation.

(a) A Director may resign at any time by giving written notice, including by electronic transmission, to the Board of Directors, the Chairman of the Board, the Vice Chairman, or the Secretary-Treasurer. Such resignation shall take effect at the time specified in the notice; provided that if the resignation is not to be effective upon receipt of the notice by SEMI, SEMI must accept the effective date specified.

(b) An individual's resignation from the position of President-Chief Executive Officer shall constitute a resignation from such individual's position as a Director.

Section 5. Removal.

(a) By the Voting Members. Any or all Directors may be removed by the Voting Members with or without cause. If SEMI has fewer than fifty (50) Voting Members, such removal shall be approved by a majority of all Voting Members. If SEMI has fifty (50) or more Voting Members, such removal shall be approved by a majority of the Voting Members who are present at a meeting at which a quorum is present or by written ballot as provided in Section 12 of Article II.

(b) By the Board. The Board may declare vacant any 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 SEMI is holding assets in charitable trust, been found by a final order to have breached any duty arising as a result of Section 7238 of the Nonprofit Corporation Law. The Board may, by majority vote of the Directors who meet the required qualifications to be a Director, declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.

(c) Removal of the President-Chief Executive Officer. An individual's removal from the position of President-Chief Executive Officer shall constitute removal of such individual's position as a Director.

Section 6. Vacancies. A vacancy on the Board of Directors, other than a vacancy created by the removal of a Director, may be filled by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice, or (3) a sole remaining Director. 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. The Voting Members may elect a Director at any time to fill any vacancy not filled by the Directors.

Section 7. Annual and Regular Director Meetings. The annual meeting of the Board of Directors (the "Annual Director Meeting") for the transaction of such business as may come before the meeting, shall be held following the adjournment of the SEMI Annual Meeting. The Board of Directors may provide by resolution for no less than one (1) additional regular meetings of the Board of Directors (each, a "Regular Director Meeting") without other notice than such resolution.

Section 8. Special Director Meetings. Special meetings of the Board of Directors (each, a "Special Director Meeting") may be called at any time by the Chairman of the Board or by the Vice Chairman or by any (2) Directors upon no less than four (4) days' notice by first-class mail or no less than 48 hours' notice delivered personally or by telephone or by electronic transmission.

Section 9. Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to a Director who provided a waiver of notice or consent to holding the meeting or an approval of the minutes

thereof in writing, 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.

Section 10. Meetings By Telephone or Other Communication Technology. Directors may participate in any meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to SEMI. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section 10 constitutes presence in person at that meeting as long as all Directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission, other than conference telephone and electronic video screen communication pursuant to this Section 10, constitutes presence in person at that meeting if (1) each Director participating in the meeting can communicate with all of the other Directors concurrently, and (2) each Director is provided the means of participating in all matters before the Board of Directors, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by SEMI.

Section 11. Quorum and Manner of Acting. A majority of the total number of Directors then in office constitutes a quorum of the board for the transaction of business. The act or decision of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors unless the act of a greater number is required by the Nonprofit Corporation Law, the Articles of Incorporation, 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, or a greater number required by the Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

Section 12. Adjournment. Whether or not a quorum is present, a majority of those Directors present may adjourn any meeting to another time and place. If the meeting is adjourned for more than 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 13. Action by Written Consent of Directors. An action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors individually or collectively consent in writing, including by electronic transmission, to that action and if, subject to subdivision (a) of Section 7224 of the Nonprofit Corporation 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 the board. The action by written consent shall have the same force and effect as a unanimous vote of the Directors.

Section 14. Compensation. Unless determined otherwise by the Board, Directors may receive a fixed fee for attendance at each meeting provided that such fee is reasonable. Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving SEMI in any other capacity and receiving reasonable compensation therefore.

Section 15. Conflicts of Interest.

(a) No contract or other transaction between SEMI and one or more of its Directors, or between SEMI 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 or a committee thereof which authorizes, approves or ratifies the contract or transaction, if: (1) 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 owned or acted upon by any interested Director not being entitled to vote thereon; (2) the material facts as to the transaction and as to such Director's interest are fully disclosed or known to the Board or committee, and the Board or committee 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 SEMI at the time it is authorized, approved or ratified; or (3) as to contracts or transactions not approved as provided in (1) or (2) of paragraph (a) of this Section 15, 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 SEMI at the time it was authorized, approved or ratified.

(b) No contract or other transaction between SEMI 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 or a committee thereof which authorizes, approves or ratifies the contract or transaction, if: (1) the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee 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 Voting Members in good faith; or (2) as to contracts or transactions not approved as provided in (1) of paragraph (b) of this Section 15, the contract or transaction is just and reasonable as to SEMI at the time it is authorized, approved or ratified.

(c) The Board of Directors may, in its discretion, adopt a more comprehensive conflict of interest policy to supplement, amend, or supersede this Section 15.

Section 16. Committees.

(a) Board Committees. The Board may, by resolution adopted by a majority of the Directors then in office, designate one (1) or more committees, each committee consisting of at least two (2) Directors appointed by the Board, as it may from time to time deem advisable to exercise the powers and authority of the Board of Directors with respect to such general and special duties as may be delegated to such committee by the Board, subject to any limitations imposed by the Nonprofit Corporation Law, the Articles of Incorporation, these Bylaws, or the Board of Directors; provided, however, no such committee shall have authority with respect to: (i) approval of any action which also requires approval of the Voting Members; (ii) the filling of vacancies on the Board of Directors or on any committee thereof; (iii) the fixing of compensation of Directors for serving on the Board or on any committee thereof; (iv) the adoption, amendment, or repeal of the Bylaws; (v) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; (vi) the appointment of committees of the Board or the members thereof; (vii) the expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or (viii) the approval of any self-dealing transaction within the meaning of Section 5233 of the Nonprofit Corporation Law (except as otherwise permitted by subdivision (d) thereof).

(b) Advisory Committees. The Board of Directors or the Chairman of the Board may appoint such advisory committees, not having and exercising the power and authority of the Board, as are deemed in the best interests of SEMI to perform such general or specific duties as may be delegated to such committee. Members of any such advisory committee may, but need not be, Directors.

(c) Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE IV Methods of Giving Notice

Notice required to be given under the Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws shall be given personally, by electronic transmission, or by mail or other means of written communication, addressed to the Member or Director at his or her post office or electronic mail address as it appears in the records of SEMI. Any reference to the time a notice is given or sent means: (a) the time a written notice by mail is deposited in the United States mails, postage prepaid; (b) the time any other written notice, including facsimile, telegram, or other electronic mail message, 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; or (c) the time any oral notice is communicated, in person or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or wireless, to the recipient, including the recipient's designated voice mailbox or address on such a system, 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 recipient.

ARTICLE V Officers

Section 1. Officers. The officers of SEMI (each, an "Officer" and taken together, the "Officers") shall include a Chairman of the Board, a Vice Chairman, a Secretary-Treasurer, a President-Chief Executive Officer, and a Chief Financial Officer, and may include an Immediate Past Chairman, each of whom, other than the Chief Financial Officer, shall be appointed by the Board of Directors. All Officers, other than the Chief Financial Officer, shall be members of the Board of Directors. The Board also may elect or appoint such other Officers as it deems necessary or appropriate from time to time.

Section 2. Appointment and Term of Office.

(a) President-Chief Executive Officer. The President-Chief Executive Officer shall be appointed by a majority vote of the Voting Members and serve at the pleasure of the Board of Directors. The President-Chief Executive Officer shall not be subject to any limitation on number of terms in office.

(b) Chief Financial Officer. The Chief Financial Officer shall be appointed by and serve at the pleasure of the President-Chief Executive Officer. The Chief Financial Officer shall not be subject to any limitation on number of terms in office.

(c) All Other Officers. The Board of Directors shall appoint all other Officers at the Annual Director Meeting. If the appointment of such Officers shall not be held at such meeting, such appointment shall be held as soon thereafter as is convenient. The Chairman of the Board shall hold office from the close of the Annual Director Meeting to be held in 2022 for a term of three (3) years. Each such Officer (including the Chairman of the Board for years before 2022) shall hold office from the close of the Annual Director Meeting for a term of three (3) years, or until such Officer's successor has been duly appointed and qualified, or until that Officer's death, resignation, or removal. Subject to the foregoing, the general expectation is that the Vice Chairman will become the Chairman of the Board, and the Chairman of the Board will become the Immediate Past Chairman.

Section 3. Resignation. Any Officer may resign at any time by giving written notice, including by electronic transmission, to SEMI, subject to the rights, if any, of SEMI under any contract to which both SEMI and the Officer are parties. 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. Removal. Any Officer may be removed by a majority vote of the Voting Members of the Board of Directors, whenever in its judgment the best interests of SEMI will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled in the manner prescribed for regular appointments to such office.

Section 6. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Voting Members and the Board of Directors and shall have such other powers and duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

Section 7. Vice Chairman of the Board. The Vice Chairman of the Board shall perform such duties as are assigned by the Chairman of the Board or the Board of Directors and, in the absence of the Chairman of the Board, perform the duties of the Chairman of the Board.

Section 8. Secretary-Treasurer. The Secretary-Treasurer of the Board, working with the Chief Financial Officer, shall perform such duties as are assigned by the Chairman of the Board or the Board of Directors.

Section 9. President-Chief Executive Officer. The President-Chief Executive Officer shall be the chief executive officer of SEMI and, subject to the general supervision of the Board of Directors, shall provide the day-to-day supervision, direction and control of the business and affairs of SEMI. The President-Chief Executive Officer shall have the general powers and duties of management usually vested in the offices of President and Chief Executive Officer of a corporation, and shall have such other powers and duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

Section 10. Chief Financial Officer. The Chief Financial Officer shall perform, or cause to be performed and oversee the performance of, the following duties: (a) certify and keep the minutes of the meetings of the Members and the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) keep a record of the Members giving their names and addresses and the class of membership held by each; (d) be custodian of corporate records; (e) keep and maintain adequate and correct records of account in written form or any other form capable of being converted into written form; (f) deposit all monies and other valuables in the name and to the credit of SEMI with such depositaries as may be designated by the Board of Directors; (g) disburse funds of SEMI as may be ordered by the Board of Directors; (h) in general perform all the duties customarily attendant to the offices of Secretary and Treasurer of a corporation and such other duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

Section 11. Compensation. The Board of Directors shall have the authority to establish reasonable compensation for the President-Chief Executive Officer and the Chief Financial Officer. No other Officer shall receive compensation for serving as an Officer. All Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. Nothing herein contained shall be construed to preclude any Officer from serving SEMI in any other capacity and receiving reasonable compensation therefore.

ARTICLE VI Indemnification

Section 1. Indemnification.

(a) For purposes of this Article VI, "agent" means any person who is or was a Director or Officer of SEMI, or is or was serving at the request of SEMI as a Director or Officer of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification.

(b) SEMI shall, to the fullest extent permitted by law, indemnify any person who was or is a part or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of SEMI, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding.

(c) In the event entitlement to indemnification is required by law to be based upon a determination by the Board of Directors or the Voting Members that the agent has met the standards of conduct prescribed by law, the agent may select which body shall, or that both bodies shall, make such determination, and such body shall meet and shall reach a determination on the issue within a reasonable period of time after the request for such body to meet is received by SEMI from the agent.

Section 2. Advancing Expenses. SEMI shall advance to each agent the expenses incurred in defending any proceeding referred to in Section 1 of this Article VI prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that such agent is entitled to be indemnified as authorized in Section 1 of this Article VI.

Section 3. Insurance. SEMI shall have the power to purchase and maintain insurance on behalf of any agent of SEMI against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not SEMI would have the power to indemnify the agent against such liability under the provisions of this Article VI.

ARTICLE VII Seal and Fiscal year

Section 1. Seal. The Board of Directors may provide for a corporate seal and prescribe the form thereof.

Section 2. Fiscal Year. The fiscal year of SEMI shall be the calendar year.

ARTICLE VIII Contracts, Loans, and Deposits

Section 1. Execution of Contracts. The Board of Directors may authorize any Officer, employee, or agent, in the name and on behalf of SEMI, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board of Directors to the contrary, the President-Chief Executive Officer shall be

authorized to execute such instruments on behalf of SEMI.

Section 2. Loans. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers or agent or agents of the Corporation and in such manner as shall from time to time be determined the Board of Directors.

Section 3. Deposits. All funds of SEMI, not otherwise employed, shall be deposited from time to time to the credit of SEMI in such banks, investment firms, or other depositories as the Board of Directors may select.

ARTICLE IX Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors or by the Voting Members to the extent permitted by the Nonprofit Corporation Law.

ARTICLE XII Miscellaneous

Section 1. Definitions. In addition to the terms used elsewhere in these Bylaws, the following terms shall have the following meanings when used herein:

(a) "Articles of Incorporation" means the Articles of Incorporation of SEMI, filed with the Secretary of State of the State of California on September 20, 1995, and any amendments thereto.

(b) "Nonprofit Corporation Law" means Title 1, Division 2 of the California Corporations Code, as amended.

(c) "Director" means a member of the Board of Directors

(d) "Signature" includes a signature in a facsimile document, and the terms "signed" or "executed" include a signature in a facsimile document.

(e) "Written" or "in writing" includes facsimile, telegraphic, and other electronic communication as authorized by the Nonprofit Corporation Law, including an electronic transmission that satisfies the requirements of Section 20 of the Nonprofit Corporation law.

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Certified a true and correct copy of the Amended and Restated Bylaws adopted on the 11th day of July 2022, by the Board of Directors of SEMI.



Kevin S. Bauer
Chief Financial and Business Operations Officer

