

BYLAWS *written rules that control the internal affairs of an organization*

SMCC SEMICONDUCTOR MANUFACTURING CYBERSECURITY CONSORTIUM

Date Approved: 2024-02-28

ARTICLE I – AUTHORITY

1. These bylaws are subject to and are in accordance with the bylaws of SEMI. The SEMI Semiconductor Manufacturing Cybersecurity Consortium is hereinafter referred to as the SMCC or “the consortium”.
2. All meetings of the SMCC shall conform to the Antitrust Guidelines attached hereto and made part of these bylaws.
3. SEMI shall support and advise the consortium but shall not be responsible for costs incurred without prior approval.

ARTICLE II – SCOPE

1. The scope of the SMCC shall include but not limited to developing and promoting a standards based, semiconductor industry wide approach to improve cybersecurity and accelerate implementation of actionable solutions. The vision of SMCC is to strengthen cyber resilience and protection of the global semiconductor supply chain against evolving threats.

ARTICLE III – MEMBERSHIP

1. SMCC membership shall be open to all SEMI member companies in good standing with an interest in the Cybersecurity ecosystem of semiconductors and supporting the SMCC Charter.
2. The SMCC will be led by the Governing Council (GC)
3. A list of member companies will be maintained by SEMI. Any company desiring membership in the SMCC can identify their wish on the SEMI membership application, or submit an email or written communication to the SEMI staff member responsible for the SMCC. Once received and verified, the company shall be identified in the SEMI Membership database as also belonging to the SMCC.
4. Individual members will be considered members as long as their employer is considered a member in good standing.

ARTICLE IV – ADVISORY MEMBERS

1. The Governing Council may appoint and remove advisory representatives.
2. The advisory members must be subject matter experts in accordance with the scope of the WG and may or may not have SEMI membership.
3. These representatives shall act only in an advisory capacity as needed by the SMCC.
4. Advisory members will not have voting rights and will not be involved in decision making.

ARTICLE V – GOVERNING COUNCIL AND OFFICERS

1. The SMCC Governing Council shall consist of up to 7 company representatives from the Semiconductor Cybersecurity ecosystem.
2. Each company will have one vote.
3. The Governing Council is appointed for a period of 2 years.
4. Upon completion of the 2 year term, the council member may choose to renew their term. If the council member no longer wishes to renew their term, they should notify the GC regarding a succession plan in advance.
5. A GC member may be removed by a two-thirds (2/3) majority of the SMCC GC with prior approval of the SEMI executive staff.
6. In the event of a vacancy on the existing GC role, the represented company shall be allowed to submit a new representative for approval by the remainder of the GC. If no one from the representative company is nominated, GC members may identify a representative from another company to join the GC.
7. Results of Governing Council meetings will be posted on the Community Libraries on the Connect@SEMI platform.

ARTICLE VI – FUNCTIONAL STRUCTURE

1. The SMCC is managed by the Governing Council and operates under the SMCC bylaws.
2. The Governing Council may form working groups (WG) to direct activities in areas of mutual member interest, such as:
 - a. Industry Awareness – live, virtual and online
 - b. Technology Guidelines and other Pre-Standards
 - c. Membership
 - d. Cooperative projects
 - e. Cybersecurity awareness
 - f. Market & Benchmarking information

- g. Other, as established by the Governing Council
- 3. When a new working group is established:
 - a. Each WG will be charged with achieving one or more deliverables based on the scope of the WG.
 - b. Each WG will have 1 Chair and 1-2 Vice-Chairs appointed by the GC.
 - c. Each WG will have 1 GC member assigned as a Sponsor.
- 4. A Steering Committee (SC), comprising of the Chairs from each established WG, reports to the GC.
- 5. The governing council will appoint by majority vote an SMCC Director to act as the principal liaison and point of contact within the SMCC. The SMCC director:
 - a. Is appointed for a period of two years, which may be renewed by majority vote of the Governing Council.
 - b. Is a non-voting member of the Governing Council.
 - c. Is an ex-officio member of all working group core teams.
 - d. Can be removed by a majority vote of the Governing Council.
 - e. In the event of a vacancy in the existing SMCC Director role, the Governing Council will appoint a replacement by majority vote.

A SEMI staff member will be assigned to be an ex-officio member of each working group.

ARTICLE VII – GOVERNING COUNCIL RESPONSIBILITIES

- 1. Establish and define the scope of the SMCC activities.
- 2. Design, review and recommend overall strategy and priorities for SMCC.
- 3. Review and advise on the annual operating plan.
- 4. Implement and maintain the Charter, review materials for external sharing.
- 5. Provide strategic guidance and help eliminate roadblocks for the working groups.

ARTICLE VIII- STEERING COMMITTEE RESPONSIBILITIES

- 1. Help address roadblocks that hinder the WG progress, validate direction and set the scope of the WG.
- 2. Obtain alignment on the objectives, baseline industry landscape and ratifying presentations.

3. Report status updates to the GC.
4. Share materials across WG to maintain alignment.

ARTICLE IX – GENERAL MEETINGS

1. The SMCC general meetings, encompassing the Governing Council, Steering Committee, and all the established working groups, shall be held at least one (1) time in a calendar year.
2. Notification of SMCC general meeting shall be given by email not less than thirty (30) days prior to a meeting.
3. Meetings shall be conducted in the presence of a SEMI staff member and the meetings maybe virtual or in-person in nature,
4. Minutes of each SMCC or Governing Council meeting shall be recorded and made available to the SMCC members and Governing Council members.
5. The SMCC GC, SC as well as the WG may choose to meet more frequently as needed.

ARTICLE X – QUORUM AND VOTING REQUIREMENTS

1. The presence of one or more representatives from a simple majority of active member companies of the SMCC at a General Meeting shall constitute a quorum.
2. Voting shall be by company, not by individual representatives. Each member company of the SMCC shall be entitled to one (1) vote.
3. If a quorum is present at a meeting, business of the SMCC shall be decided by a simple majority of the active member companies represented at the meeting. In the event a quorum is not present, the vote of an absent member may be rendered by telephone or email provided said member shall subsequently confirm his vote in writing.
4. Governing Council members may designate a proxy by writing an email to all GC members in advance of the meeting.

ARTICLE XI– SEMI STAFF ROLES & RESPONSIBILITIES

1. Appointed by SEMI.
2. Schedule and/or arrange for Member and GC meetings.
3. Manages the day-to-day operations and activities of SMCC.
4. Perform all duties in support of the SMCC Governing Council, Steering Committee, and the working groups.

5. Act as the SMCC's liaison to SEMI members not part of the SMCC, other consortia or associations.
6. Provide Members with reports, minutes, summaries and other communications with respect to the activities of the SMCC.
7. Provide the bylaws to the newly added SMCC members and clarify any questions in the process.

ARTICLE XII -- AMENDMENTS

1. Recommendations for amendments to these bylaws may be made by any SMCC member to the Governing Council or to SEMI staff.
2. Adoption and amendments of SMCC bylaws shall require a two thirds (2/3) majority of the entire SMCC GC.