

**Technology & Innovation Roundtable™
Bylaws**

Version 2.0

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I. NAME AND PURPOSE

These Bylaws support the operations and governance of the Technology & Innovation Roundtable™ (“Technology & Innovation Roundtable” or “Roundtable”).

The Technology & Innovation Roundtable is a trademark of The MITRE Corporation and is used by the Technology & Innovation Roundtable with permission.

The Technology & Innovation Roundtable operates as a not-for-profit educational charitable organization and manages the Technology & Innovation Roundtable in accordance with these Bylaws and the Membership Agreement for the Technology & Innovation Roundtable (“Membership Agreement”).

The Host Organization for the Technology & Innovation Roundtable shall be The MITRE Corporation, 7515 Colshire Drive, McLean, VA 22102, or its successor-in-interest as determined in accordance with the provisions of these Bylaws and the Membership Agreement.

The contact address for the Technology & Innovation Roundtable is: Technology & Innovation Roundtable, c/o Dr. Angela McIntee O’Hanlon, The MITRE Corporation, 7515 Colshire Drive, McLean, Virginia 22102, or its successor-in-interest as determined in accordance with the provisions of these Bylaws and the Membership Agreement.

All terms defined in the Membership Agreement shall have the same meaning when used herein unless otherwise defined.

II. TECHNOLOGY & INNOVATION ROUNDTABLE GOVERNANCE

These Bylaws define the roles and responsibilities of the participants, including the Host Organization, the Chairperson, the Governing Group, Members, Guests, and the Technology & Innovation Roundtable. These Bylaws provide a structure for Members to take actionable measures to advance the Technology & Innovation Roundtable by sharing advice and providing counsel to the Chairperson.

III. TECHNOLOGY & INNOVATION ROUNDTABLE GOVERNING GROUP

A. Purpose

The purpose of the Governing Group is to provide strategic counsel, ideas, and individual advice to the Chairperson. The Governing Group is actively committed to evolving the Roundtable and furthering its mission.

B. Membership

1. Host Organization

The Host Organization sponsors the Technology & Innovation Roundtable, manages the Technology & Innovation Roundtable website, and is responsible for providing material and financial support to sustain the Technology & Innovation Roundtable. The Host Organization is The MITRE Corporation or its successor-in-interest as

determined in accordance with the provisions of these Bylaws and the Membership Agreement.

2. Governing Group Chairperson

The Chairperson must be a Member in good standing and a representative of the Host Organization. The Chairperson is appointed by the Host Organization to lead Technology & Innovation Roundtable and to serve as a conduit between the Host Organization and Technology & Innovation Roundtable and the U.S. Government.

3. Governing Group

a. General

- i. To facilitate constructive dialog and decision-making, the Governing Group will include no more than sixteen (16) Members plus one (1) Chairperson at any given time. Member companies may have a maximum of two (2) Individuals as part of the Governing Group at any given time.
- ii. Governing Group Members advise the Chairperson and must meet each of the following criteria during their term:
 - (a) Be an expert of analysis and analytics technologies and engaged with fellow industry, U.S. Government, etc.
 - (b) Regularly attend and conduct Governing Group meetings and monthly Roundtable meetings.
 - (c) Submit content to the Technology & Innovation Roundtable website.
 - (d) Be a Member in good standing.
- iii. The Governing Group will meet as needed, no less than once per calendar year.

b. Term

Governing Group Members shall serve a two-calendar-year term. Governing Group Members may reapply for Governing Group membership, and although the Governing Group Member may request a second term, the Chairperson is under no obligation to grant that request. Terms begin on January 1 of the year in which a Governing Group Member joins the Governing Group regardless of their actual start date.

c. Selecting Governing Group Members

Governing Group Members should advise the Chairperson of potential new Governing Group Members or requested changes to representation to the Governing Group, including recommending suitable experts or representation to the Governing Group who meet the eligibility criteria. If an existing Governing Group Member recommends a new candidate for membership to the Governing Group, or wishes to make changes to its representation on the Governing Group (switching Individual representation on the Governing Group), and the Chairperson agrees, the Governing Group and Chairperson shall discuss the Individual's qualifications and ability to serve.

After consultations between the Governing Group and Chairperson conclude, the Chairperson will take a vote of the Governing Group membership. If a simple

majority vote of the Governing Group, present and voting, vote in favor of the nominee, the prospective new Governing Group Member or representative will be added to the Governing Group, effective immediately.

d. Replacing Governing Group Members

Should a Governing Group Member be unable to fulfill his or her term for any reason, that Individual should notify the Chairperson, who may solicit nominations from the remaining Governing Group Members and other appropriate organizations/academia in order to maintain a balanced membership. A replacement Governing Group Member shall be selected in the manner set forth above in Section III.B.3i.c. (Selecting Governing Group Members).

At the Chairperson's sole discretion, he or she may remove a Governing Group Member prior to the expiration of his or her term if the Member is not fulfilling his or her roles and responsibilities as stated in the Section III.B.3.e.ii. (Governing Group Members). The Chairperson shall first notify the Member in writing of the Chairperson's concerns. If the Governing Group Member in question does not make a suitable corrective change, as determined by the Chairperson in his or her sole discretion, the Chairperson will make a final determination regarding that Governing Group Member's further participation on the Governing Group and will notify the person in writing of that decision. The Chairperson's decision will be effective upon delivery of such notification.

e. Governing Group Members' Roles, Responsibilities, and Activities

The following sections explain the roles, responsibilities, and activities of the Chairperson, Governing Group Members, and the Host Organization.

i. Chairperson

The Chairperson will:

- (a)** Coordinate with his or her fellow Governing Group Members to prepare and circulate an agenda prior to each Governing Group meeting.
- (b)** Attend all Governing Group meetings or appoint a meeting Chairperson in his or her absence.
- (c)** Ensure that any issues and concerns raised by the Governing Group Members are adequately addressed.
- (d)** Serve as an advocate for the Roundtable and, on occasion, address public forums, events, and meetings to discuss the Technology & Innovation Roundtable.
- (e)** Review candidates' eligibility for Roundtable membership and make a decision in accordance with the provisions in the Membership Agreement.
- (f)** Ensure that prospective Governing Group Members meet the eligibility requirements as stated in this Agreement and the Membership Agreement.
- (g)** Arrange conference calls to discuss the Technology & Innovation Roundtable.

- (h) Responsible for hosting monthly meetings of the Roundtable.
- (i) Responsible for communications campaign (meeting agendas, minutes, notes, email lists, service addresses etc.)

ii. Governing Group Members

Governing Group Members shall:

- (a) Regularly attend Governing Group meetings and Roundtable meetings.
- (b) Provide the Chairperson with suggestions and ideas to advance and grow the Roundtable in accordance with these Bylaws.
- (c) Represent and communicate any of their constituents' concerns to the Host Organization, Chairperson, and/or Governing Group. If Governing Group Members belong to several professional organizations, they should explicitly state the views of the particular constituency they are representing. This ensures that the Governing Group clearly hears, and considers, opinions of a diverse, balanced range of organizations.
- (d) Review, evaluate, and comment on documents and other such materials related to the Roundtable.
- (e) Serve as an advocate for the Roundtable and, on occasion, address public forums, events, and meetings to discuss the initiative.
- (f) Review and modify Roundtable membership roles, responsibilities, and structure.
- (g) Regularly conduct themselves in a cordial, respectful manner during all Governing Group and Roundtable activities and business.
- (h) Serve on the Governing Group without financial compensation.

iii. Host Organization

The Host Organization shall:

- (a) Provide adequate funding to maintain the Technology & Innovation Roundtable, Governing Group, and Roundtable operations.
- (b) Sponsor and coordinate monthly in-person meetings for the Roundtable.
- (c) Sponsor and coordinate periodic working group meetings for the Roundtable.
- (d) Provide adequate funding to maintain the Technology & Innovation Roundtable website, communications (lists), and meeting materials.
- (e) Sponsor an annual event, subject to available resources.
- (f) Appoint a Chairperson for the Governing Group.
- (g) Serve as an advocate and a conduit of information for the Technology & Innovation Roundtable before internal and external stakeholders.

IV. OPERATIONS

A. Host Organization

The Host Organization will support the Technology & Innovation Roundtable and the Governing Group by offering the following resources and services on an as-needed basis:

1. Meeting facilities;
2. Paying website hosting costs and conducting regular maintenance of the Roundtable website, Technology & Innovation Roundtable.org, or its successor;
3. Conducting mailings in accordance Technology & Innovation Roundtable activities;
4. Managing Technology & Innovation Roundtable mailing lists;
5. Sponsoring special events such as workshops and conferences (pending available resources) to further the Technology & Innovation Roundtable's goals; and
6. Providing technical and engineering support in Working Groups to help further the Roundtable's goals and mission (pending available resources).

These guidelines are not an obligation or commitment of funds, nor a basis for transfer of funds, but rather they are a basic statement of the understanding among the parties hereto of the tasks and methods for performing the tasks described herein. Unless otherwise agreed in writing, each party shall bear its own costs in complying with these guidelines.

B. Transferring Hosts

If the Host Organization is unwilling or unable to fulfill its responsibilities set forth in this Agreement and the Membership Agreement, the Chairperson will notify the Governing Group members who shall search for a suitable replacement.

Prior to a final vote by the Governing Group regarding the selection of a new Host Organization, each candidate Host Organization must verify in writing that the candidate Host Organization can sufficiently fulfill the Host Organization's role and responsibilities as set forth in this Agreement and the Membership Agreement.

The Governing Group Members shall discuss and vote on accepting a candidate Host Organization. The Governing Group must reach a full consensus vote for a candidate Host Organization to be accepted. If consensus cannot be reached, the Governing Group will evaluate a new candidate Host Organization until all Governing Group Members reach full agreement to accept the candidate as a replacement Host Organization.

Upon reaching full agreement, the Governing Group shall notify the replacement Host Organization and determine a suitable schedule for transitioning responsibilities.

C. Chairperson

The Host Organization will appoint a Chairperson. The Chairperson shall comply with the role and responsibilities set forth in this Agreement and Membership Agreement.

D. Replacing the Chairperson

Should a situation arise where the Chairperson cannot complete his or her term, the Host Organization will appoint a new Individual who can fulfill the roles and responsibilities set forth in this Agreement and Membership Agreement.

E. Working Groups

The Technology & Innovation Roundtable may periodically form technical Working Groups for the with the intent and purpose of conducting research and studies to advance the Technology & Innovation Roundtable purpose.

The Technology & Innovation Roundtable has agreed to a structured study format for all studies as defined and agreed upon by a Working Group. Working Groups will use a study template for all proposed research and studies. The Working Group defines the study terms of references (TOR) and agrees to certain research as a Technology & Innovation Roundtable study. A Member of the Technology & Innovation Roundtable then agrees to serve as an advocate or champion for the study (the “Study Champion). The Study Champion is responsible for advancing the study to the best of their ability, in a reasonable timeframe. The Governing Group must approve TORs nominated by a Working Group and associated Study Champion.

The Study Champion is responsible for attending Working Group meetings and monthly Roundtable meetings, in order to provide status updates and gather feedback to guide the study. Studies must be conducted in a timely manner as determined by the Working Group and Governing Group. The Working Group or Governing Group may re-assign a Study Champion if a designated Study Champion is unable to meet its commitment in advancing a study for the Technology & Innovation Roundtable in a reasonable timeframe. The Study Champion is responsible for the cost of the study.

Completed studies must be approved by the Governing Group in order to use the Technology & Innovation Roundtable name and logo. Any study using the logo shall include the following statement: “The author's affiliation with the Technology & Innovation Roundtable is provided for identification purposes only, and is not intended to convey or imply the Technology & Innovation Roundtable’s or any Member’s concurrence with, or support for, the positions, opinions, or viewpoints expressed by the author.”

Completed studies intended for publication on the Technology & Innovation Roundtable website is subject to approval by both the Governing Group and Host Organization and shall meet the Host Organization’s policies and procedures. The Technology & Innovation Roundtable reserves the right to publish approved studies and material. A Study Champion may choose to publish its study outside of the Technology & Innovation Roundtable, but may not use the Technology & Innovation Roundtable name or logo unless approved by the Governing Group.

F. Governing Group Meetings:

1. Nature of Discussions

The Governing Group is an advisory body that explores and exchanges ideas and information pertaining to analysis and analytics, and the advancement and growth of the Technology & Innovation Roundtable. By producing innovative ideas, the Governing Group can contribute to the sustained development of the Technology & Innovation Roundtable.

2. Meeting Schedule

In between the general in-person Roundtable meetings sponsored by the Host Organization, the Governing Group will schedule periodic Governing Group meetings and determine how best to interact throughout the year to maintain interest and momentum (e.g., frequency of conference calls, email, and website postings). Any such decisions shall be made by a simple majority vote of the Governing Group, present and voting.

3. Meeting Format

The Chairperson will set the agenda for the Technology & Innovation Roundtable and Governing Group meetings. The Chairperson shall distribute the Governing Group meeting agenda to all Governing Group Members at least forty-eight (48) hours in advance of the scheduled Governing Group meeting.

4. Meeting Attendance

Regular attendance by all Governing Group Members is expected because their ongoing and consistent involvement is essential to the overall success of Technology & Innovation Roundtable. If a Governing Group Member is unable to fully participate and/or misses two consecutive Governing Group meetings, the Chairperson will ascertain the Governing Group Member's willingness and/or ability to continue serving on the Governing Group. Should the Governing Group Member indicate that he or she cannot fully participate, or if the Governing Group Member misses a third consecutive meeting, the Chairperson will notify the Governing Group Member that his or her membership in the Governing Group is terminated.

There will be occasions when a Governing Group Member is unable to attend a Governing Group meeting. At the discretion of the Chairperson, a proxy Member may be sent in the Governing Group Member's place; however, this Individual is restricted to observer status only.

5. Governing Group Member Travel and Other Expenses

Governing Group Members are not considered employees of the Host Organization and are responsible for their own travel and other expenses related to their Technology & Innovation Roundtable participation and duties.

G. Disbandment

The successful operation of the Technology & Innovation Roundtable and its Governing Group requires a significant investment by the Host Organization, both in time and resources. Should certain circumstances arise where the Governing Group and/or the Host Organization are considering disbandment, the following criteria should be considered by the Members:

- 1.** The majority of Governing Group Members recommend disbandment.
- 2.** The Host Organization believes disbandment is necessary and presents concern(s) in writing for the Governing Group to consider.
- 3.** The Governing Group has met all of its goals and objectives and believes it has completed its mission.

If the Governing Group recommends disbandment, the Governing Group should document its position and rationale and provide this document to the Chairperson for review. The Chairperson reserves the right to make the final decision on disbandment, in his or her sole discretion after due consideration of the views expressed by the Governing Group.

V. TECHNOLOGY & INNOVATION ROUNDTABLE

- A.** The Governing Group and Members of the Technology & Innovation Roundtable should work to advance the Roundtable’s mission by raising awareness and generating support for the Roundtable.
- B.** Activities of the Roundtable may include:
 - 1.** Defining and conducting Roundtable-related technical projects and studies.
 - 2.** Participating in events that raise Technology & Innovation Roundtable awareness of the Roundtable and its mission.
 - 3.** Contributing content. All Roundtable Members are encouraged to regularly contribute to the Technology & Innovation Roundtable (e.g. studies, meetings, etc.) Content intended for publication on the Technology & Innovation Roundtable website is subject to approval by both the Governing Group and Host Organization.
 - 4.** Supporting activities that further the Technology & Innovation Roundtable vision (e.g., white papers, participation in workshops and discussion forums).
 - 5.** Serving as a source for potential candidates for Governing Group membership.
- C.** The Roundtable shall not engage in any lobbying activities. No Member shall engage in any lobbying activities on behalf of or as a representative of the Roundtable.
- D.** Analysis and analytics technology companies may apply for membership to the Technology & Innovation Roundtable. Membership eligibility and acceptance is determined by acceptance by the Chairperson in consultation with the Governing Group. The Roundtable shall be limited to a membership size of a maximum of thirty (30) companies. A simple majority vote of the Governing Group, present and voting, may modify the membership size of the Roundtable.
- E.** Roundtable Members must complete and comply with the Membership Agreement, the purpose of which is to provide basic protections to the membership and the Host Organization, such as protection of all Members’ intellectual property. Organizations may have multiple Individuals represent them in the Roundtable. The Host Organization will maintain the Roundtable membership list.