

**BYLAWS**  
**OF**  
**THE LABORATORY ROBOTICS INTEREST GROUP ROCKY MOUNTAINS, INC.**  
**A NONPROFIT CORPORATION**

**SECTION 1. OFFICES**

The principal office of the corporation shall be located in the State of Utah at the principal place of business or such other place as the Board of Directors (the “Board”) may designate. The corporation may have such other offices as the Board may designate or as the business of the corporation may require.

**SECTION 2. PURPOSE AND MISSION**

The purpose and mission of the nonprofit corporation is to engage in any lawful act for which a nonprofit corporation may be organized in this state and shall be to provide an open forum for the exchange of ideas in the discovery and application of new techniques and technologies in life science research. The corporation aims to accomplish this by (i) providing scientific educational opportunities to the community, (ii) stimulating multi-disciplinary scientific collaboration, and (iii) encouraging coordination among representatives of the academic and professional scientific, medical, and business communities through regular scientific meetings and conferences.

**SECTION 3. MEMBERSHIP**

**3.1 Membership Requirements.** Membership is open to all who are interested in automation, robotics, and other new technologies in the life sciences or related fields and who provide contact information to the Secretary to enable the corporation to announce meetings and other programs.

**3.2 Membership Meetings.** The nonprofit corporation will conduct meetings of the membership from time to time to serve the purposes described in Section 2. The membership may be asked for input regarding the frequency of meetings and subjects to be presented.

**3.3 Annual Membership Meeting.** One meeting per year is designated the Annual Membership Meeting of the nonprofit corporation. At this meeting, the President or other designated member of the Board of Directors will report on any pertinent activities or business of the corporation, the Treasurer will provide a written financial report of the preceding fiscal year, and an election will be held for any currently open positions on the Board of Directors (see Section 4.4).

**3.4 Annual Membership Meeting – Quorum.** A quorum of 10% of the total membership is required in order for the Annual Membership Meeting to be official.

## SECTION 4. BOARD OF DIRECTORS

**4.1 General Powers.** All corporate powers shall be exercised by or under the direction of, and the business and affairs of the corporation shall be exercised by, or under the direction of, the Board, except as may be otherwise provided in these Bylaws, the Articles of Incorporation or the Utah Revised Nonprofit Corporation Act.

**4.2 Number.** The Board shall be composed of not less than five (5) nor more than seven (7) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

**4.3 Qualifications.** Directors need not be residents of the state of Utah and need not meet any other qualifications other than those of membership.

**4.4 Election of Directors.** The initial Directors named in the Articles of Incorporation shall serve until the second anniversary of the date of filing of the Articles of Incorporation of the Company with the Secretary of State of the State of Utah, or until his or her successor is elected, whichever is later. Thereafter, directors must be elected at the Annual Membership Meeting.

**4.4.1** A director may run for reelection. Any member may nominate him or herself or another member to serve as a director.

**4.4.2** Prior to the annual membership meeting, the board of directors which directors on the current board wish to continue for another term, which do not, and whether the current number of directors is to be changed within the limits of section 4.2.

**4.4.3** At the annual membership meeting the slate of continuing directors plus any nominations made prior to the meeting will be presented to the membership. Additional nominations can be made from the floor. If the total of those nominated equals the number of available board positions as determined in section 4.2, the president can ask the membership to ratify the slate of nominated directors.

**4.4.4** However, if there are more nominees for director than available positions, ballots will be distributed and an election conducted. Each member will have one vote for each available director position.

**4.5 Term of Office.** Unless a Director dies, resigns, or is removed, he or she shall hold office for a term of two (2) years or until his or her successor is elected, qualifies and assume office, whichever is later. The remaining term of any vacated Director position can be filled by appointment by the Board of Directors (Section 4.18).

**4.6 Regular Meetings.** By resolution, the Board, or any committee designated by the Board, may specify the time and place for holding regular meetings without notice other than such resolution.

**4.7 Annual Meetings.** The annual meeting of the Board shall be held each year, on such date and at such time determined by the Board, at the principal office of the corporation or such other place designated by the Board for the purpose of electing officers and transacting such other business as may properly come before the meeting.

**4.8 Special Meetings.** Special meetings of the Board or any committee designated by the Board may be called by or at the request of the President, the Secretary or, in the case of special Board meetings, any two Directors and, in the case of any special meeting of any committee designated by the Board, by its Chairman. The person or persons authorized to call special meetings may fix any place for holding any special Board or committee meeting called by them.

**4.9 Meetings by Communications Equipment.** Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by, or conduct the meeting through the use of, any means of communication by which all Directors participating in the meeting can hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

**4.10 Notice of Special Meetings.** Notice of a special Board or committee meeting stating the place, day and hour of the meeting shall be given to a Director in writing or orally, as provided below. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of such meeting. Notice of all special meetings of the Board shall be given to each Director at least five (5) days prior to the date of the special meeting, either in person, telephonically, electronically, by fax or by mail.

**4.11 Waiver of Notice.**

**4.11.1 In Writing.** Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or the Utah Revised Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice and delivered to the corporation, whether before or after the date and time of the meeting, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board or any committee designated by the Board need be specified in the waiver of notice of such meeting.

**4.11.2 By Attendance.** A Director's attendance at or participation in a Board or committee meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at such meeting and does not thereafter vote for or assent to action taken at the meeting.

**4.12 Quorum.** Three Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than three are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. One half (1/2) of the number of Directors composing any committee of the Board, as established and fixed by resolution of the Board, shall constitute a quorum for the transaction of business at any meeting of such committee but, if less than a one half (1/2) are present at a meeting, a majority of such Directors present may adjourn the committee meeting from time to time without further notice.

**4.13 Manner of Acting.** If a quorum is present when the vote is taken, the act of the majority of the Directors present at a Board or committee meeting shall be the act of the Board or such committee, unless the vote of a greater number is required by these Bylaws or the Articles of Incorporation.

**4.14 Presumption of Assent.** A Director of the corporation who is present at a meeting of the Board or of any committee at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent or abstention shall be entered in the minutes of the meeting or unless the Director shall file his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent or abstention by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

**4.15 Action by Board or Committees Without a Meeting.** Any action that could be taken at a meeting of the Board or of any committee created by the Board may be taken without a meeting if one or more written consents setting forth the action so taken are signed by each of the Directors or by each committee member either before or after the action is taken and delivered to the corporation. Action taken by written consent of Directors without a meeting is effective when the last Director signs the consent, unless the consent specifies a later effective date. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board or a committee meeting.

**4.16 Resignation.** Any Director may resign from the Board or any committee of the Board at any time by delivering either oral tender of resignation at any meeting of the Board or any committee or written notice to the President, the Secretary, or the Board. Any such resignation is effective upon delivery thereof unless the notice of resignation specifies a later effective date and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**4.17 Removal.** The Board may remove any Director at a Board Meeting, with or without cause, by the vote of two-thirds of the Directors then in office.

**4.18 Vacancies.** Unless the Articles of Incorporation provide otherwise, any vacancy occurring on the Board may be filled by the Board or, if the Directors in office constitute fewer than a quorum, by the affirmative vote of a majority of the remaining Directors.

#### **4.19 Committees.**

**4.19.1 Creation of Committees.** The Board, by resolution adopted by the greater of a majority of the Directors then in office and the number of Directors required to take action in accordance with these Bylaws, may create standing or temporary committees and appoint members from its own number and/or the general membership and invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by the Board, the Articles of Incorporation, these Bylaws and applicable law. Each committee must have two or more members, who shall serve at the pleasure of the Board.

**4.19.2 Authority of Committees.** Each committee shall have and may exercise all of the authority of the Board to the extent provided in the resolution of the Board creating the committee and any subsequent resolutions adopted in like manner, except that no such committee shall have the authority of the Board in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director of any responsibility imposed upon it or him by law.

**4.19.3 Minutes of Meetings.** All committees shall keep regular minutes of their meetings and shall cause them to be recorded in books kept for that purpose.

**4.19.4 Removal.** The Board may remove any member of any committee elected or appointed by it.

**4.20 Compensation.** The nonprofit corporation is, by definition, a volunteer organization. No Director, Officer, or member is to receive a salary. By Board resolution, however, Directors or committee members may be paid their reasonable and documented expenses, if any, which are incurred in conducting the business of the nonprofit corporation.

## SECTION 5. OFFICERS

**5.1 Appointment and Term.** The officers of the corporation shall be those officers elected or appointed by the Board and shall include a president, a vice president, a secretary, and a treasurer. The Board may delegate to any other officer the power to appoint any subordinate officers and to prescribe their respective terms of office, authority and duties. Any two or more offices may be held by the same person, except the offices of President and Treasurer. The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is appointed.

**5.2 Resignation.** Any officer may resign at any time by delivering written notice to the corporation. Any such resignation is effective upon delivery, unless the notice of resignation specifies a later effective date, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**5.3 Removal.** Any officer may be removed by the Board at any time, with or without cause. An officer or assistant officer, if appointed by another officer, may be removed by any officer authorized to appoint officers or assistant officers.

**5.4 Contract Rights of Officers.** The appointment of an officer does not itself create contract rights.

**5.5 President.** The President shall be the chief executive officer of the corporation, shall preside over meetings of the Board in the absence of a Chairman of the Board, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. In general, the President shall perform all duties incident to the office of President and such other duties as are prescribed by the Board from time to time. If no Secretary has been appointed, the President shall have responsibility for the preparation of minutes of meetings of the Board and for authentication of the records of the corporation.

**5.6 Vice President.** In the event of the resignation of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or by or at the direction of the Board, including presiding over a Board meeting at which the President is not present.

**5.7 Secretary.** If appointed, the Secretary shall be responsible for preparation of minutes of the meetings of the Board, maintenance and authentication of the corporation's records, and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by or at the direction of the Board.

**5.8 Treasurer.** If appointed, the Treasurer shall have charge and custody of and be responsible for all funds of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by or at the direction of the Board.

## **SECTION 6. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**6.1 Contracts.** The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

**6.2 Loans to the Corporation.** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**6.3 Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences 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 is from time to time determined by resolution of the Board.

**6.4 Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

## SECTION 7. BOOKS AND RECORDS

The corporation shall:

- (a) Keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by a committee of the Board exercising the authority of the Board on behalf of the corporation.
- (b) Maintain appropriate accounting records.
- (c) Maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (d) Keep a copy of the following records at its principal office:
  - 1. the Articles of Incorporation and all amendments thereto as currently in effect;
  - 2. these Bylaws and all amendments thereto as currently in effect;
  - 3. correct and adequate records of accounts and finances;
  - 4. a list of the names and business addresses of the current Directors and officers; and
  - 5. minutes of all meetings of the Board and members.

## SECTION 8. ACCOUNTING YEAR

The accounting year of the corporation shall be the calendar year, provided that if a different accounting year is at any time selected by the Board for purposes of federal income taxes, or any other purpose, the accounting year shall be the year so selected.

## SECTION 9. INDEMNIFICATION

**9.1 Right to Indemnification.** Each person who was, is or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any threatened, pending or completed action, suit, claim or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereafter a “proceeding”), by reason of the fact that he or she is or was a Director or officer of the corporation or, that being or having been such a Director or officer of the corporation, he or she is or was serving at the request of the corporation as a Director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (hereafter an “indemnitee”), whether the basis of a proceeding is alleged action in an official capacity or in any other capacity while serving as such a Director, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the corporation against all losses, claims, damages (compensatory, exemplary, punitive or otherwise), liabilities and expenses (including attorneys’ fees, costs, judgments, fines, ERISA excise taxes or penalties, amounts to be paid in settlement

and any other expenses) actually and reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a Director or officer of the Company or a Director, officer partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise and shall inure to the benefit of the indemnitee's heirs, executors and administrators. Except as provided in subsection 9.4 of this Section with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if a proceeding (or part thereof) was authorized or ratified by the Board. The right to indemnification conferred in this Section shall be a contract right.

**9.2 Restrictions on Indemnification.** No indemnification shall be provided to any such indemnitee for acts or omissions of the indemnitee finally adjudged to be intentional misconduct or a knowing violation of law, , for any transaction with respect to which it was finally adjudged that such indemnitee personally received a benefit in money, property or services to which the indemnitee was not legally entitled or if the corporation is otherwise prohibited by applicable law from paying such indemnification. In the event any act or law of the state of Utah provides for the indemnification of officers or directors of nonprofit corporations from time-to-time, those provisions shall be available to any person seeking indemnification for their acts or omissions as an officer or Director.

**9.3 Advancement of Expenses.** The right to indemnification conferred in this Section shall include the right to be paid by the corporation the expenses (including attorney's fees) incurred in defending any proceeding in advance of its final disposition (hereinafter an "advancement of expenses"). An advancement of expenses shall be made upon delivery to the corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified.

**9.4 Right of Indemnitee to Bring Suit.** If a claim under subsection 9.1 or 9.3 of this Section is not paid in full by the corporation within 60 days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be 20 days, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part, in any such suit or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of litigating such suit. The indemnitee shall be presumed to be entitled to indemnification under this Section upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, when the required undertaking has been tendered to the corporation) and thereafter the corporation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled.

**9.5 Nonexclusivity of Rights.** The right to indemnification and the advancement of expenses conferred in this Section shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the corporation, general or specific action of the Board, contract or otherwise.

**9.6 Insurance, Contracts and Funding.** The corporation may maintain insurance, at its expense, to protect itself and any Director, officer, partner, trustee, employee or agent of the corporation or another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the corporation would have the authority or right to indemnify such person against such expense, liability or loss under the Utah Revised Nonprofit Corporation Act or other law. The corporation may enter into contracts with any Director, officer, partner, trustee, employee or agent of the corporation in furtherance of the provisions of this Section and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Section.

**9.7 Indemnification of Employees and Agents of the Corporation.** In addition to the rights of indemnification set forth in subsection 9.1, the corporation may, by action of the Board, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the corporation (a) with the same scope and effect as the provisions of this Section with respect to indemnification and the advancement of expenses of Directors and officers of the corporation; (b) pursuant to rights granted or provided by the Utah Revised Nonprofit Corporation Act; or (c) as are otherwise consistent with law.

## SECTION 10. AMENDMENTS

These Bylaws may be altered, amended or repealed, in whole or in part, and new Bylaws may be adopted by the Board.

### DISSOLUTION OR TERMINATION

Upon any dissolution or termination of the corporation, all of its assets remaining after payment of creditors shall be distributed to any organization or organizations selected by the Board which is or are qualified as exempt from taxation under Sections 501(a) and 501(c) 3 of the Internal Revenue Code, as amended. In no event shall any of the corporation's assets be distributed to the Officers, Directors, Advisors or other individuals having a personal or private interest in the activities of the corporation.

The foregoing Bylaws were adopted by the Board of Directors on February 16, 2006.

\_\_\_\_\_, Secretary/Treasurer