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Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation SYNOPSIS SILICON VALLEY SCIENCE AND TECHNOLOGY OUTREACH FOUNDATION		A Employer identification number 77-0520414
Number and street (or P.O. box number if mail is not delivered to street address) 700 E MIDDLEFIELD ROAD	Room/suite	B Telephone number 415.306.1764
City or town, state, and ZIP code MOUNTAIN VIEW, CA 94043		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 337,827.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		903,521.			
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		4,609.	4,609.	4,609.	
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain				0.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		908,130.	4,609.	4,609.	
13 Compensation of officers, directors, trustees, etc.		151,000.	0.	0.	120,800.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		15,399.	0.	0.	12,319.
16a Legal fees STMT 2		2,250.	0.	0.	1,125.
b Accounting fees STMT 3		15,500.	3,100.	0.	7,750.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		75.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		872.	0.	0.	872.
22 Printing and publications		20,508.	0.	0.	20,508.
23 Other expenses STMT 5		335,121.	0.	0.	320,711.
24 Total operating and administrative expenses. Add lines 13 through 23		540,725.	3,100.	0.	484,085.
25 Contributions, gifts, grants paid		283,591.			283,591.
26 Total expenses and disbursements. Add lines 24 and 25		824,316.	3,100.	0.	767,676.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		83,814.			
b Net investment income (if negative, enter -0-)			1,509.		
c Adjusted net income (if negative, enter -0-)				4,609.	

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LHA For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2010)

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**SYNOPSYS SILICON VALLEY SCIENCE AND
TECHNOLOGY OUTREACH FOUNDATION**

77-0520414

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	253,873.	337,827.	337,827.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	253,873.	337,827.	337,827.
	17 Accounts payable and accrued expenses		140.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	140.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	253,873.	337,687.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	253,873.	337,687.	
	31 Total liabilities and net assets/fund balances	253,873.	337,827.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	253,873.
2 Enter amount from Part I, line 27a	2	83,814.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	337,687.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	337,687.

Form 990-PF (2010)

**SYNOPTIS SILICON VALLEY SCIENCE AND
TECHNOLOGY OUTREACH FOUNDATION**

Form 990-PF (2010)

77-0520414 Page **3**

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b NONE			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

N/A

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009			
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	N/A
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**SYNOPSIS SILICON VALLEY SCIENCE AND
TECHNOLOGY OUTREACH FOUNDATION**

77-0520414

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.OUTREACH-FOUNDATION.ORG	13	X	
14	The books are in care of ► GARY ROBINSON Telephone no. ► 415.306.1764 Located at ► 700 E. MIDDLEFIELD ROAD, MOUNTAIN VIEW, CA ZIP+4 ► 94043			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , ,		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Form 990-PF (2010)

**SYNOPSYS SILICON VALLEY SCIENCE AND
TECHNOLOGY OUTREACH FOUNDATION**

77-0520414

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly
Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 SYNOPSYS CHAMPIONSHIP: THE ANNUAL REGIONAL SCIENCE FAIR FOR APPROXIMATELY 900 SANTA CLARA COUNTY STUDENTS (GRADES 6-12).	57,852.
2 SCIENCEPALOOZA!: THE FOUNDATION PRESENTS AND UNDERWRITES EXPENSES FOR THE ANNUAL SCIENCE FAIR FOR OVER 1000 STUDENTS IN THE EAST SIDE UNION HIGH SCHOOL DISTRICT OF SAN JOSE.	46,876.
3	
SEE STATEMENT 7	304,956.
4	
SEE STATEMENT 8	147,491.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	568,616.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	568,616.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	568,616.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,529.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	560,087.
6	Minimum investment return. Enter 5% of line 5	6	28,004.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2010 from Part VI, line 5	2a	
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	767,676.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	767,676.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	767,676.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

SYNOPSIS SILICON VALLEY SCIENCE AND
TECHNOLOGY OUTREACH FOUNDATION

Employer identification number

77-0520414

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

SYNOPSIS SILICON VALLEY SCIENCE AND
TECHNOLOGY OUTREACH FOUNDATION

Employer identification number

77-0520414

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SYNOPSIS FOUNDATION 700 E. MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	\$ 898,021.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

SYNOPSIS SILICON VALLEY SCIENCE AND
TECHNOLOGY OUTREACH FOUNDATION

Employer identification number

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

**SYNOPSYS SILICON VALLEY SCIENCE AND
TECHNOLOGY OUTREACH FOUNDATION**

77-0520414

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
TAMALPAIS BANK	4,609.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,609.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	2,250.	0.	0.	1,125.
TO FM 990-PF, PG 1, LN 16A	2,250.	0.	0.	1,125.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	15,500.	3,100.	0.	7,750.
TO FORM 990-PF, PG 1, LN 16B	15,500.	3,100.	0.	7,750.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	75.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	75.	0.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES, REGISTRATION, FILINGS	225.	0.	0.	113.
INSURANCE	7,681.	0.	0.	3,841.
OFFICE SUPPLIES	2,019.	0.	0.	1,009.
PAYROLL FEES	2,933.	0.	0.	1,467.
POSTAGE AND DELIVERY	933.	0.	0.	466.
SCIENCE FAIR SPONSORSHIPS	60,146.	0.	0.	60,146.
SUPERSCHOOL - TEACHER				
TRAINING	20,731.	0.	0.	20,731.
SCIENCEPALOOZA - EVENTS	46,876.	0.	0.	46,876.
SPECIAL PROJECTS	8,645.	0.	0.	8,645.
COMPUTER MAINTENANCE	474.	0.	0.	237.
MEMBERSHIP FEES	140.	0.	0.	70.
WRITING AND EDITING	1,550.	0.	0.	1,138.
FUNDRAISING	300.	0.	0.	160.
GRAPHIC DESIGN SERVICES	12,700.	0.	0.	6,350.
MISCELLANEOUS	612.	0.	0.	306.
SCIENCE-O-RAMA!	168,856.	0.	0.	168,856.
ON-SITE CONSULTING	300.	0.	0.	300.
TO FORM 990-PF, PG 1, LN 23	335,121.	0.	0.	320,711.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ERIN BRENNOCK 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	CHAIRMAN 1.00	0.	0.	0.
ERIKA VARGA MCENROE 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	SECRETARY 1.00	0.	0.	0.
ANNA GARCIA 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	TREASURER 1.00	0.	0.	0.
RICH GOLDMAN 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
DANA DITMORE 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
TOM FERRY 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
ZAHRA KARAMI 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
MICHAEL KEATING 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
MURLIN MARKS 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
ROY OKUDA 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
JUDY PETERSON 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.

VENKATA RAVELLA 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
LARKE REEBER 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
LYNN SHANNON 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
JACI SPROSS 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
GARY ROBINSON 700 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	PRESIDENT 40.00	151,000.	5,000.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		151,000.	5,000.	0.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	7
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ACTIVITY THREE

SCIENCE PROJECT SUPPORT: AVAILABLE TO TEACHERS MAINLY WITHIN CALIFORNIA, THE FOUNDATION PROVIDES MONEY AND SUPPORT TO OVER 500 SCHOOLS IN THE FORM OF SUPPLIES, MATERIALS AND STUDENT INCENTIVES AND PAYMENTS TO TEACHERS FOR TIME SPENT OUTSIDE NORMAL CLASSROOM HOURS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

304,956.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT

8

ACTIVITY FOUR

EAST SIDE UNION HIGH SCHOOL DISTRICT: THE FOUNDATION
UNDERWRITES THE SALARY AND BENEFITS OF THE DISTRICT'S
SCIENCE FAIR COORDINATOR, AND PARTIAL SALARY AND BENEFITS OF
A TEACHER FOR AN ADVANCED SCIENCE RESEARCH CLASS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 4

147,491.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GARY ROBINSON
700 E. MIDDLEFIELD ROAD
MOUNTAIN VIEW, CA 94043

TELEPHONE NUMBERNAME OF GRANT PROGRAM

415.306.1764

SYNOPSIS OUTREACH FOUNDATION

FORM AND CONTENT OF APPLICATIONS

ON-LINE APPLICATION AVAILABLE ON FOUNDATION WEBSITE:
WWW.OUTREACH-FOUNDATION.ORG

ANY SUBMISSION DEADLINES

OCTOBER 1ST

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION OFFERS LIMITED DONATIONS OF TRI-FOLD SCIENCE PROJECT POSTER
BOARDS AND SCIENCE PROJECT RELATED EQUIPMENT TO NON-PROFIT SCHOOLS IN
CALIFORNIA. THE FOUNDATION ALSO OFFERS A GREATER RANGE OF SCIENCE FAIR
SUPPORT TO SCHOOLS AND TEACHERS IN SANTA CLARA COUNTY.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
EAST SIDE UNION HIGH SCHOOL 830 N CAPITOL AVENUE SAN JOSE, CA 95133	NONE SALARY AND BENEFITS FOR DISTRICT'S SCIENCE FAIR COORDINATOR	501(C)(3) SCHOOL	126,644.
EAST SIDE UNION HIGH SCHOOL 830 N CAPITOL AVENUE SAN JOSE, CA 95133	NONE SALARY AND BENEFITS FOR DISTRICT'S ADVANCED SCIENCE RESEARCH TEACHER	501(C)(3) SCHOOL	20,847.
HILLSBORO SCHOOL DISTRICT 8083 NE 49TH PLACE HILLSBORO, CA 97124	NONE SCIENCE PROJECTS SCHOOL SUPPPORT	501(C)(3) SCHOOL	10,200.
EAST SIDE UNION HIGH SCHOOL 830 N CAPITOL AVENUE SAN JOSE, CA 95133	NONE SCIENCE PROJECTS SCHOOL SUPPPORT	501(C)(3) SCHOOL	11,575.
EAST SIDE UNION HIGH SCHOOL 830 N CAPITOL AVENUE SAN JOSE, CA 95133	NONE TEACHER SUPPORT FOR SCIENCE PROJECTS	501(C)(3) SCHOOL	39,400.
CALIFORNIA MIDDLE SCHOOLS VARIOUS VARIOUS, CA 99999	NONE TEACHER SUPPORT FOR SCIENCE PROJECTS	501(C)(3) SCHOOL	39,500.
CALIFORNIA HIGH SCHOOLS VARIOUS VARIOUS, CA 99999	NONE TEACHER SUPPORT FOR SCIENCE PROJECTS	501(C)(3) SCHOOL	12,300.
CALIFORNIA ELEMENTARY SCHOOLS VARIOUS VARIOUS, CA 99999	NONE SCIENCE PROJECTS SCHOOL SUPPPORT	501(C)(3) SCHOOL	16,150.

SYNOPSIS SILICON VALLEY SCIENCE AND TEC

77-0520414

CALIFORNIA MIDDLE SCHOOLS
VARIOUS VARIOUS, CA 99999NONE
SCIENCE PROJECTS
SCHOOL SUPPPORT501(C)(3) 5,300.
SCHOOLCALIFORNIA HIGH SCHOOLS
VARIOUS VARIOUS, CA 99999NONE
SCIENCE PROJECTS
SCHOOL SUPPPORT501(C)(3) 1,675.
SCHOOL

TOTAL TO FORM 990-PF, PART XV, LINE 3A

283,591.

BYLAWS
OF
SYNOPSYS SILICON VALLEY SCIENCE & TECHNOLOGY OUTREACH
FOUNDATION

As Amended and Restated on September 28, 2010

TABLE OF CONTENTS
(continued)

	<u>Page</u>
ARTICLE VIII - COMMITTEES	9
Section 1. Committees of the Board.	9
Section 2. Meetings and Action of Committees.	9
Section 3. Term of Office.	9
Section 4. Vacancies.	10
Section 5. Quorum.	10
Section 6. Rules.	10
Section 7. Limitations.	10
Section 8. Advisory Committees.	11
Section 9. Audit Committee.	11
ARTICLE IX - OFFICERS	11
Section 1. Officers.	11
Section 2. Election and Term of Office.	12
Section 3. Subordinate Officers.	12
Section 4. Removal and Resignation.	12
Section 5. Vacancies.	12
Section 6. Chair of the Board.	12
Section 7. Vice Chair of the Board.	13
Section 8. President.	13
Section 9. Chief Financial Officer.	13
Section 10. Secretary.	13
Section 11. Assistant Treasurers and Assistant Secretaries.	14
ARTICLE X - CERTAIN TRANSACTIONS.....	14
Section 1. Loans.	14
Section 2. Self-Dealing Transactions.	14
Section 3. Approval.	14
ARTICLE XI - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS	15
Section 1. Right of Indemnity.	15
Section 2. Approval of Indemnity.	15
Section 3. Advancing Expenses.	15
Section 4. Contractual Rights of Nondirectors and Nonofficers.	15
Section 5. Insurance.	16
Section 6. Fiduciaries of Corporate Employee Benefit Plan.	16
ARTICLE XII - GRANTS ADMINISTRATION	16
Section 1. Purpose of Grants.	16
Section 2. Exclusive Power in the Board of Directors.	16
Section 3. Refusal; Withdrawal.	16
Section 4. Accounting.	17
Section 5. Restrictions on Contributions.	17

TABLE OF CONTENTS
(continued)

	<u>Page</u>
ARTICLE XIII - RECORDS AND REPORTS.....	17
Section 1. Maintenance of Articles and Bylaws.....	17
Section 2. Maintenance of Corporate Records.	17
Section 3. Inspection by Directors.	17
Section 4. Annual Report.	17
Section 5. Required Financial Audits.	18
ARTICLE XIV - CONTRACTS, CHECKS AND GIFTS.....	18
Section 1. Contracts.	18
Section 2. Checks, Drafts, Etc.	19
Section 3. Deposits.....	19
Section 4. Gifts.....	19
ARTICLE XV - FISCAL YEAR.....	19
ARTICLE XVI - CONSTRUCTION AND DEFINITION	19
ARTICLE XVII - AMENDMENTS.....	19
Section 1. Amendments to These Bylaws.....	19
Section 2. Amendments to the Articles of Incorporation.	20
ARTICLE XVIII - MISCELLANEOUS PROVISIONS.....	20
Section 1. Representation of Shares of Other Corporations.	20
Section 2. Inspection of Bylaws.....	20
Section 3. Governing Law.	20

BYLAWS
OF
SYNOPSYS SILICON VALLEY SCIENCE & TECHNOLOGY OUTREACH FOUNDATION

ARTICLE I
NAME

The name of the corporation shall be the Synopsys Silicon Valley Science & Technology Outreach Foundation.

ARTICLE II
OFFICES

Section 1. Principal Office.

The principal office for the transaction of business of the corporation is 4 Graceland Drive, San Rafael, California 94901-1922. The Board of Directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices.

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III
OBJECTIVES

The objectives of the corporation shall be as stated in the Articles of Incorporation. Specifically, the objectives are to (i) advance science and math education among high school students, (ii) increase overall participation in science fairs, (iii) facilitate collaboration between companies and schools in furtherance of science fairs and (iv) provide more visibility of the Synopsys Silicon Valley Science & Technology Championship and other science fairs to the community, and in all events shall include charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), or the corresponding provision of any future United States internal revenue law.

ARTICLE IV
NONPARTISAN ACTIVITIES

The corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of lobbying or propaganda, or otherwise attempting to

influence legislation, except as provided in Section 501(h) of the Internal Revenue Code, and the corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V **DEDICATION OF ASSETS**

The properties and assets of the Synopsys Silicon Valley Science & Technology Outreach Foundation are irrevocably dedicated to charitable and educational purposes. No part of the net income or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the corporation. This provision shall not prevent payment to such persons of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by law or these Bylaws. On liquidation or dissolution of the corporation, all properties and assets and obligations shall be distributed and paid over to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI **MEMBERSHIP**

The corporation shall have no voting members but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE VII **DIRECTORS**

Section 1. Powers.

(a) General corporate powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have power to:

- (i) Adopt and amend the annual budget.
- (ii) Cause an audit to be made at the end of each fiscal year.

(iii) Select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these bylaws; and fix their compensation.

(iv) Appoint or remove such committees as the Board of Directors deems necessary.

(v) Establish policies and procedures for the corporation and its activities.

(vi) Solicit, accept, and acknowledge donations, gifts, grants, contributions, or bequests of cash and non-cash assets.

(vii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

(viii) Adopt, make and use a corporate seal and alter the form of the seal.

(ix) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt.

(x) Sell, use, convert, invest, and/or disburse any asset of the corporation for the purposes set forth in the Articles of Incorporation.

(c) Duties. It shall be the duty of the directors to:

(i) Perform and all responsibilities imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws, including but not limited to the powers enumerated above in (a) and (b) of this Section 1.

(ii) Meet at such times and places as required by these Bylaws.

(iii) Register their addresses with the Secretary of the corporation, and notices of meetings sent to them at such addresses shall be valid notices thereof.

Section 2. Number and Qualification of Directors.

The authorized number of directors shall be not less than one (1) nor more than fifteen (15). The Board of Directors may fix the exact authorized number of directors from time to time, subject to the provisions of Section 3 of this Article VII. The directors need not be residents of the State of California.

Section 3. Classes and Selection of Directors.

(a) Two classes. There shall be two classes of directors, known as the Elected Class and the Designated Class. At all times, if the authorized number of directors is an odd number, the number of Elected Class positions shall exceed the number of Designated Class positions by one (1), and if the

authorized number of directors is an even number, the number of Elected Class positions shall exceed the number of Designated Class positions by two (2). At all times, the number of Elected Class directors in office shall exceed the number of Designated Class directors in office.(b) Elected class – self-selecting. The Elected Class directors shall be selected by a majority of the Elected Class directors then in office, whether or not less than a quorum. Each Elected Class director shall hold office for one (1) year and until a successor has been selected and qualified.

(c) Designated class – designated by The Synopsys Foundation. The Designated Class directors shall be designated by The Synopsys Foundation, a California nonprofit public benefit corporation, which shall be known as the Designator. The Designator shall have the right to designate each Designated Class director who shall hold office until a successor has been designated by the Designator or the Designated Class director's earlier death, resignation or removal by the Designator. The Designator shall designate a successor Designated Class director by notifying the Secretary of this corporation in writing.

Section 4. Vacancy.

(a) Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:

(i) The death, resignation or removal of any director.

(ii) The declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.

(iii) The increase of the authorized number of directors.

(iv) The failure of the Board of Directors at any meeting of the Board of Directors at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

(b) Resignation and removal. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the Chair of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of an Elected Class director is effective at a future time, the Elected Class may elect a successor to take office when the resignation becomes effective. If the resignation or removal of an Elected Class director would leave the corporation with a number of Designated Class directors that equals or exceeds the number of Elected Class directors then in office, the corporation shall immediately give written notice to the Designator of such resignation or removal. No director may resign when the corporation would then be left without a duly selected or designated director or directors in charge of its affairs. The Designator may remove any Designated Class director, with or without cause, at any time.

(c) Filling vacancies. A vacancy shall be deemed to exist on the Board of Directors in the event that the actual number of directors is less than the authorized number for any reason. Vacancies in the Elected Class may be filled only by election as described in Section 3.b of this Article VII.

Vacancies in the Designated Class may be filled only by the Designator as described in Section 3.c of this Article VII.

(d) No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(e) Limitations on interested persons. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(i) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 5. Place of Meeting; Meetings by Telephone.

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board or in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Section 6. Annual Meeting.

At such time and place fixed by the Board of Directors, the Board of Directors shall hold a regular annual meeting for the purpose of organization, election of officers and the transaction of other business. Notice of this meeting shall not be required.

Section 7. Other Regular Meetings.

Other regular meetings of the Board of Directors shall be held at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 8. Special Meetings.

(a) Authority to call. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board or the Vice Chair of the Board, the President, the Chief Financial Officer, or the Secretary, or any two (2) directors if there is more than one (1) director.

(b) Notice.

(i) Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (d) by telegram, charges prepaid; (e) by telecopy (facsimile); or (f) by electronic mail. All such notices shall be given or sent to the director's address, telephone number, or email address as shown on the records of the corporation.

(ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, telecopy (facsimile) or electronic mail shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(iii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting if it is to be held at the principal executive office of the corporation.

Section 9. Quorum.

A majority of the total number of directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VII. Every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) creation of and appointment to committees of the Board of Directors and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10. Waiver of Notice.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11. Adjournment.

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 12. Notice of Adjournment.

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Section 13. Conduct of Meetings.

Meetings of the Board of Directors shall be presided over by the Chair of the Board or, in his or her absence, by the Vice Chair of the Board, or in the absence of each of these persons, by a chair chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the chair shall appoint another person to act as secretary of the meeting.

Section 14. Action Without Meeting.

Any 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 to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 15. Telephone and Electronic Meetings.

Directors may participate in any meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently;
- (b) each director is provided with the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (c) this corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board of Directors or otherwise, and (ii) all motions, votes, or other actions required to be made by a director were actually made by a director and not by someone who is not entitled to participate as a director.

Section 16. Standard of Care.

(a) General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a Board committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article XI below, a person who performs the duties of a director in accordance with this Section 16 shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

(b) Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 17. Fees and Compensation.

Directors as such shall not receive any compensation for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 18. Honorary Directors.

The Board of Directors may elect Honorary Directors, without limit as to number or period of service, except that Honorary Directors shall be subject to removal by the same vote as other directors. Honorary Directors shall not be members of the Board and shall have no voting rights, but except when the Board of Directors is in executive session, shall have the same rights as other directors to attend and speak at meetings of the Board. Unless the context otherwise requires, the term "directors" in these bylaws does not include Honorary Directors.

Section 19. Executive Compensation Review.

The Board of Directors (or a committee of the Board of Directors) shall review any compensation packages (including all benefits) of the President and such other officers as may be required by law or which shall be so designated by resolution of the Board of Directors from time to time, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLE VIII
COMMITTEES

Section 1. Committees of the Board.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two (2) or more directors and no persons who are not directors, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be by majority vote of the directors then in office. The Board of Directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee.

Section 2. Meetings and Action of Committees.

Meetings and actions of committees of the Board of Directors shall be governed by, held and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board of Directors. Minutes of each meeting of any committee of the Board of Directors shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee, provided they are consistent with these bylaws, or in the absence of rules adopted by the Board of Directors, the committee may adopt such rules.

Section 3. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his successor is appointed, unless the committee shall be sooner

terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointments.

Section 5. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 7. Limitations.

No committee may:

- (a) set the number of directors within a range specified in these bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill any vacancies on the Board of Directors or on any committee;
- (d) fix compensation of the directors for serving on the Board of Directors or on any committee;
- (e) amend or repeal bylaws or adopt new bylaws;
- (f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (g) adopt amendments to the Articles of Incorporation of this corporation;
- (h) appoint any committees of the Board of Directors or the members thereof;
- (i) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (j) approve any transaction (1) to which the corporation is a party and one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest; and

(k) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 8. Advisory Committees.

The Board of Directors may establish one or more advisory committees to the Board of Directors. The members of any advisory committee may consist of directors or non-directors and may be appointed as the Board of Directors determines. Advisory committees may not exercise the authority of the Board of Directors to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board of Directors or Board committees, and implementing Board or Board committee decisions and policies under the supervision and control of the Board of Directors or Board committee. Subject to the authority of the Board of Directors, advisory committees may determine their own meeting rules and whether minutes shall be kept.

Section 9. Audit Committee.

For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) a majority of the members of the Audit Committee may not consist of members of the Finance Committee, if any; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, or the President or Chief Financial Officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

If the Audit Committee is composed and appointed as required by Section 1 above (concerning Board Committees), it shall be deemed a Board committee on which the other directors are entitled to rely as provide in Article VII, Section 16 of these Bylaws; otherwise, the Board of Directors shall remain responsible for oversight and supervision of the Audit Committee as an advisory committee.

The Audit Committee shall: (1) recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board of Directors, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

ARTICLE IX **OFFICERS**

Section 1. Officers.

The officers of the corporation shall be a Chair of the Board, a Vice Chair of the Board, a President, a Chief Financial Officer, a Secretary and such other officers as may be elected in accordance with the provisions of this Article IX. Except insofar as their duties may conflict, any two or more

offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chair of the Board.

Section 2. Election and Term of Office.

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IX, shall be chosen annually by the Board of Directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified, subject to the rights, if any, of an officer under any contract of employment. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until that officer's successor shall have been duly elected and shall have qualified. Officers may serve a maximum of two consecutive years in any officer position.

Section 3. Subordinate Officers.

The Board of Directors may appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, each such officer to have the authority and perform the duties prescribed from time to time by the Board of Directors and to hold office until he or she shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Removal and Resignation.

Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board of Directors, or, except in the case of an officer chosen by the Board of Directors, by an officer upon whom such power of removal may be conferred by the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the corporation. 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. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5. Vacancies.

A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Chair of the Board.

The Chair of the Board shall preside at all meetings of the Board of Directors and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 7. Vice Chair of the Board.

The Vice Chair of the Board shall, in the absence of the Chair of the Board, carry out the duties of the Chair of the Board and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 8. President.

The President shall be the chief executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President may sign, with the Chief Financial Officer or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be specially designated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

Section 9. Chief Financial Officer.

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws or by the Board of Directors. The books of account shall be open to inspection by any director at all reasonable times.

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board of Directors may designate, shall disburse the corporation's funds as the Board of Directors may order, shall render to the President, Chair of the Board and the Board of Directors, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation and shall have such other powers and perform such other duties as the Board of Directors or these bylaws may prescribe.

If required by the Board of Directors, the Chief Financial Officer shall give the corporation a bond, in the amount and with the surety or sureties specified by the Board of Directors, for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement or removal from office.

Section 10. Secretary.

The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records and of the seal of the corporation, if adopted, see that the seal of the corporation, if adopted, is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws, and in general perform all duties incident

to the office of Secretary and such other duties as pertain to the office or as prescribed from time to time by the Board of Directors.

Section 11. Assistant Treasurers and Assistant Secretaries.

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties, in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Chief Financial Officer or the Secretary or by the President or the Board of Directors.

ARTICLE X
CERTAIN TRANSACTIONS

Section 1. Loans.

Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions.

Except as provided in Section 3 of this Article X, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval.

This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board of Directors determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board of Directors determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board of Directors in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board of Directors before entering into a self-dealing transaction, a Board committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board committee's approval of the transaction was consistent with the requirements

above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

ARTICLE XI
INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND OTHER AGENTS

Section 1. Right of Indemnity.

To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article XI, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity.

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board of Directors shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board of Directors shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses.

The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board of Directors finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board of Directors to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article XI.

The Board of Directors shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Contractual Rights of Nondirectors and Nonofficers.

Nothing contained in this Article XI shall affect any right to indemnification to which persons other than directors and officers of the corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 5. Insurance.

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation 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 the corporation would have the power to indemnify the agent against that liability under the provisions of this Article XI; provided, however, that the corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Corporations Code.

Section 6. Fiduciaries of Corporate Employee Benefit Plan.

This Article XI does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article XI. Nothing contained in this Article XI shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XII
GRANTS ADMINISTRATION

Section 1. Purpose of Grants.

This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Board of Directors Oversight.

The Board of Directors shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

Section 3. Refusal; Withdrawal.

The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board of Directors, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

Section 4. Accounting.

The Board of Directors may require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board of Directors.

Section 5. Restrictions on Contributions.

Unless otherwise determined by resolution of the Board of Directors in particular cases, this corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation.

ARTICLE XIII
RECORDS AND REPORTS

Section 1. Maintenance of Articles and Bylaws.

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in such state, the original or a copy of the Articles of Incorporation and bylaws as amended to date.

Section 2. Maintenance of Corporate Records.

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

Section 3. Inspection by Directors.

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4. Annual Report.

An annual report shall be sent to the directors within one hundred twenty (120) days of the close of the corporation's fiscal year, containing the following information in reasonable detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) Any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

Section 5. Required Financial Audits.

This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

ARTICLE XIV

CONTRACTS, CHECKS AND GIFTS

Section 1. Contracts.

The Board of Directors, except as otherwise provided in these bylaws, may authorize any officer or officers, or any agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors or these bylaws, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Chief Financial Officer or an Assistant Treasurer and countersigned by the President or the Chair of the Board of the corporation.

Section 3. Deposits.

All funds of the corporation shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the corporation.

ARTICLE XV
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XVI
CONSTRUCTION AND DEFINITION

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XVII
AMENDMENTS

Section 1. Amendments to these Bylaws.

Except as otherwise provided in this Article XVII, these Bylaws may be adopted, amended or repealed by the Board of Directors. The Board of Directors may not extend the term of a director beyond the term to which the director was elected or designated, as the case may be. Notwithstanding any other provision of these Bylaws, the following provisions may be amended or repealed only with the prior written consent of the Designator: Sections 2, 3 and 4 of Article VII, and this Article XVII.

Section 2. Amendments to the Articles of Incorporation.

The Articles of Incorporation of this corporation may be amended by majority vote of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XVIII
MISCELLANEOUS PROVISIONS

Section 1. Representation of Shares of Other Corporations.

The President, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all voting securities of any other corporations standing in the name of the corporation. The authority herein granted to said officers to vote or represent on behalf of the corporation any and all voting securities held by the corporation in any other corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officer.

Section 2. Inspection of Bylaws.

These Bylaws, as amended or otherwise altered to date, certified by the secretary shall be open to inspection by the directors at all reasonable times during office hours.

Section 3. Governing Law.

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall govern the construction of these Bylaws.

BYLAWS
OF
SYNOPSIS SILICON VALLEY SCIENCE & TECHNOLOGY OUTREACH
FOUNDATION

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I - NAME	1
ARTICLE II - OFFICES.....	1
Section 1. Principal Office.....	1
Section 2. Other Offices.....	1
ARTICLE III - OBJECTIVES.....	1
ARTICLE IV - NONPARTISAN ACTIVITIES.....	1
ARTICLE V - DEDICATION OF ASSETS	2
ARTICLE VI - MEMBERSHIP	2
ARTICLE VII - DIRECTORS.....	2
Section 1. Powers.....	2
Section 2. Number and Qualification of Directors.	3
Section 3. Classes and Selection of Directors.....	3
Section 4. Vacancy.....	4
Section 5. Place of Meeting; Meetings by Telephone.	5
Section 6. Annual Meeting.	5
Section 7. Other Regular Meetings.....	5
Section 8. Special Meetings.....	5
Section 9. Quorum.	6
Section 10. Waiver of Notice.....	6
Section 11. Adjournment.	7
Section 12. Notice of Adjournment.	7
Section 13. Conduct of Meetings.....	7
Section 14. Action Without Meeting.	7
Section 15. Telephone and Electronic Meetings.....	7
Section 16. Standard of Care.	8
Section 17. Fees and Compensation.	8
Section 18. Honorary Directors.	9
Section 19. Executive Compensation Review.	9