SFI-00001

BYLAWS OF THE SUSTAINABLE FORESTRY INITIATIVE, INC.
A District of Columbia Nonprofit Corporation
(Amended and Restated as of October 15, 2026)

ARTICLE I

1. Name. The name of the organization is the Sustainable Forestry Initiative, Inc. (the "Corporation"), a nonprofit corporation organized under the District of Columbia Nonprofit Corporation Act of 2010 (the "Act").

2. Location. The principal office shall be within or without the District of Columbia, as determined by the Board of Directors.

3. Nature. The Corporation is a non-governmental, voluntary, nonprofit, and nonstock charitable and educational corporation.

4. Purpose. The purposes for which the Corporation is organized and operated are charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code), as stated in the Articles of Incorporation, as may be amended from time to time.

ARTICLE II

Membership. The Corporation shall not have members.

ARTICLE III

1. Board of Directors. There shall be eighteen members of the Board of Directors, each of whom shall serve three-year terms. Approximately one third of the Directors shall be elected annually and serve staggered terms according to policies and procedures adopted by the Board. Unless approved by unanimous consent, a Director may not serve more than two consecutive full terms and will not be eligible for re-election until one year has elapsed since the Director's last term.

   1.1 Composition of Board of Directors. The Board of Directors shall strive to represent a diversity of the Corporation's network, which is made up three (3) sectors (the "Sectors"). The Sectors are (i) forest, paper and wood products industry, for-profit forest ownership or management entities, distributors, manufacturers, retailers or allied organizations (the "Economic Sector"), (ii) nonprofit environmental/ conservation and or foundations or academic organizations with an environmental focus (the "Environmental Sector") and (iii) other stakeholder groups including academic, community or social interests (the "Social Sector"). It is desirable that all Directors have knowledge of sustainable forest management. Each sector shall be represented by six (6)

Directors. In the event that any Director is no longer associated with the company/organization he/she represented at the time of election to the Board or if that company/organization is acquired or goes out of business, such Director shall resign and their Board seat shall be considered vacated.

1.2 In addition to the 18 Directors ("Core Directors), from time to time, the Chair may, with the approval of the Board, appoint individuals based on their contributions to or expertise in the area of sustainable forest management. Such individuals (each an "ex officio liaison") shall not be deemed to be Directors under the Act, shall not have voting rights and shall not count in the determination of a quorum.

1.3 Expansion of the Board of Directors. The number of Directors on the Board of Directors may be expanded by amending these Bylaws, as set out below, as long as the ratio of representation and ratio of quorum requirements remains the same.

2. Authority. The Board of Directors sets the strategic direction and policies of the Corporation. The Board of Directors delegates to the Executive Committee its authority to act for the Corporation when the Board is not in session, consistent with any policies and procedures established by the Board and the Act.

3. Meetings. Meetings of the Board of Directors are called by the Chair. The Board shall meet at least two times a year as determined by the Board. Notice of a meeting of the Board, specifying the business to be conducted, shall be provided to the Directors at least fifteen days in advance of a meeting. The presence of sixty percent (60%) of the Directors in office with a minimum of two attending from each Sector shall constitute a quorum. Directors may participate in meetings via conference call or other means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in-person at the meeting.

   3.1 If membership on the Board of Directors falls below the required minimum of two Directors from each Sector, the presence of sixty percent (60%) of the Directors in office shall constitute a quorum for the sole purpose of filling vacancies on the Board. That election requires an affirmative vote of eighty percent (80%) of those present.

4. Removal. A Director may be removed by the Board of Directors upon a vote in accordance with Article III.5 of these Bylaws, with the Director being considered for removal not participating in the vote. If a Director is unable to attend at least one meeting in person in a twelve-month period, the Chair may request that the Director resign from the Board.

5. Voting. In order to ensure that no Sector of the Board of Directors can control the future of the Corporation, it shall take a minimum of sixty-six percent (66%) of those present to approve any action of the Board except where provided otherwise by law or by Article III.3.1 of these Bylaws.

   5.1 If the SFI Board ever finds itself in a situation with a quorum where the votes of any board sector block a proposal supported by the other two sectors, then the

issue is to be automatically deferred to a subsequent board meeting where attendance is such that no one sector can block a proposal.

5.2 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each Director entitled to vote on the action consents to the action in writing or by electronic transmission. A consent under this Section 5.2 must be in the form of a writing or electronic transmission that (a) sets forth the action to be taken, (b) is signed or authenticated by the Director giving consent, and (c) is delivered to the Corporation for inclusion in the corporate records. A consent may be given by electronic mail or other electronic transmission permitted under the Act. Action taken by unanimous written consent is effective when the last Director signs or authenticates the consent, unless the consent specifies a later effective date. A consent signed or authenticated under this Section has the effect of a vote taken at a meeting of the Board of Directors and may be described as such in any document. The Secretary-Treasurer shall file all executed consents with the minutes of the proceedings of the Board of Directors.

6. Vacancy. A vacancy on the Board of Directors shall be deemed to exist upon the death, resignation, removal, or disqualification of any Director, or if the number of authorized Directors is increased without a corresponding election filling the newly created position.

6.1 Any vacancy on the Board of Directors may be filled by a vote of the Board of Directors in accordance with Article III.5 of these Bylaws, provided that the Board shall give due consideration to maintaining the Sector representation described in Article III.1.1 and shall seek the recommendation of the Nominations Committee prior to filling such vacancy whenever practicable.

6.2 A Director elected to fill a vacancy shall serve for the unexpired term of the Director's predecessor and until a successor is elected, and shall be eligible for election to subsequent full terms subject to the limitations set forth in Article III.1.

6.3 In the event that vacancies reduce the number of Directors below the quorum threshold set forth in Article III.3, the provisions of Article III.3.1 shall govern the filling of such vacancies.

7. Amendments to the SFI Standards. Amendments to the Sustainable Forestry Initiative Standards, including the Principles and Objectives, Performance Measures, and Indicators, may be voted on only at a meeting of the Board of Directors where notice of the nature of the proposed amendment(s) has been provided to the Directors at the previous meeting and the proposed language for the amendment(s) has been provided to the Directors at least forty-five days in advance of the meeting.

8. Amendments to these Bylaws, as well as merger or dissolution of the Corporation, require that notice of the nature of the proposed amendment(s) or action be provided to the Directors at the previous meeting and the proposed language for the amendment(s) or action be provided to the Directors at least forty-five days in advance of the meeting.

9. Compensation. Directors shall serve without compensation unless otherwise determined by the Board of Directors. Directors may be reimbursed for actual travel expenses.

10. Board Member Responsibility. The members of the Board of Directors shall act in a way that earns respect for and enhances the credibility of the Sustainable Forestry Initiative, both domestically and internationally.

ARTICLE IV

1. Officers. The Officers of the Corporation are the Chair, Vice-Chair, Secretary-Treasurer, and CEO.

2. Election and Term of Office. The Officers, except the CEO, are elected by the Board of Directors from among the membership of the Board for a full one-year term of office. At the end of the Chair's full term his/her duties will be assumed by the Vice Chair. It will be the annual responsibility of the Nominations Committee to select for potential election of a new Vice Chair and Secretary-Treasurer. The Secretary-Treasurer is not part of the succession structure and does not automatically become the Vice Chair at the end of his/her term of office. If sufficient Directors are willing and able to serve, the Chair, Vice Chair, and Secretary-Treasurer must each come from a different one of the three Sectors that make up the Board, and no elected officer may serve more than two consecutive terms in a particular officer role. However, if there are not sufficient Directors willing to serve and the Board finds that it cannot reasonably satisfy the conditions of the preceding sentence from the Directors who are willing and able to serve, the Board may elect more than one Officer from the same Sector, or may elect an Officer to more than two consecutive terms.

   2.1. CEO. The CEO shall be selected by the Board of Directors or Executive Committee from qualified candidates. The CEO shall not be a Director, but may attend Board and Committee meetings, at the discretion of the Chair. If the candidate for CEO is a member of the Board upon selection as CEO, his/her Board seat shall be considered vacant.

   2.2. Immediate Past Chair. If the Chair is no longer a Director at any time during the year following the end of his/her term as Chair, he/she:
      2.2.1 shall be invited to attend and participate in meetings of the Board as Immediate Past Chair during that year.
      2.2.2 shall not have the powers or duties of an Officer.
      2.2.3 shall not be entitled to vote at Board meetings, shall not be counted to determine a quorum, and shall not represent any Sector.
      2.2.4 may choose to have a representative on the Resources Committee[i]. (the "Past Chair's Resources Committee Appointee") The Past Chair's Resources Committee representative shall not be entitled to vote at Resources Committee meetings, shall not be counted to determine a quorum, and shall not represent any Sector.

3. Duties. The Officers perform those duties that are usual to their positions and that are

assigned to them by the Board of Directors. In addition, the Chair, as the principal officer of the Corporation, presides at meetings of the Board and Executive Committee, and is a member ex-officio of any committees established by the Board. The Vice-Chair acts in place of the Chair when the Chair is not available. The CEO shall have the general powers and duties of management usually vested in a chief executive officer of a nonprofit corporation and shall have other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The CEO shall be accountable to the Board of Directors. The Secretary-Treasurer is both the recording officer of the Corporation, responsible for minutes, records, notices, etc., and the financial officer, with responsibility for oversight of revenues and expenditures, and reporting on the financial affairs of the Corporation to the Board and Executive Committee.

4. Officer Vacancies. If a vacancy occurs among the Officers for any reason, the Board of Directors may fill the position for the unexpired portion of the term.

ARTICLE V

1. Executive Committee. The Executive Committee shall consist of the Chair, Vice-Chair and Secretary/Treasurer and is empowered to act with the authority of the Board between regularly scheduled Board meetings or when it is not practical or feasible for the Board of Directors to meet, except to the extent, if any, that such authority shall be limited by resolution of the entire Board of Directors; provided, however, that neither the Executive Committee nor any other committee shall have the power to adopt, amend or repeal the Articles of Incorporation or these Bylaws of the Association; fill vacancies on the Board of Directors; change the membership of, or fill vacancies in, the Executive Committee or any other Board committee; or authorize distributions.

2. Audit and Compensation Committee. The Audit and Compensation Committee shall be composed of the current Chair, the Immediate Past Chair, and the Secretary-Treasurer. The Audit and Compensation Committee will assist the Board of Directors in fulfilling its fiduciary responsibilities to provide oversight with respect to (a) the integrity of the Corporation's financial statements and tax filings, (b) the Corporation's system of internal controls, and (c) the engagement of the independent auditors. The Audit and Compensation Committee will also make recommendations to the Board regarding all areas of compensation and benefits for the Corporation's CEO.

3. Nominations Committee. The Nominations Committee shall be comprised of three (3) Directors, appointed by the Chair from each of the three Sectors. The Nominations Committee shall prepare a list of nominations for election to fill Board seats as terms expire or as vacancies need to be filled.

4. Committee Meetings and Action. A majority of the members of a committee shall constitute a quorum for the transaction of business at any committee meeting. The act of a majority of the members present at a meeting at which a quorum exists shall be the act of the committee. Committee members may participate in meetings via telephone or other communications technology by which all participants are able to hear one another, and such participation shall constitute presence in-person at the

meeting. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting if each committee member entitled to vote on the action consents to the action in writing or by electronic transmission, in accordance with the Act. A consent under this Section must be in the form of a writing or electronic transmission that (a) sets forth the action to be taken, (b) is signed or authenticated by the committee member giving consent, and (c) is delivered to the Corporation for inclusion in the corporate records. A consent may be given by electronic mail or other electronic transmission permitted under the Act. Action taken by unanimous written consent is effective when the last committee member signs or authenticates the consent, unless the consent specifies a later effective date. A consent signed or authenticated under this Section has the effect of a vote taken at a meeting of the committee and may be described as such in any document. The Secretary-Treasurer shall file all executed consents with the minutes of the proceedings of the committee.

5. Other Committees. The Chair shall appoint, with the concurrence of the Board of Directors, individuals to serve on other committees to advise the Board, including but not limited to, the Resources Committee. Unless such committee is made up of only members of the Board of Directors, such committee shall be advisory only, not deemed to be a Committee of the Board for purposes of the Act, and shall not exercise any of the powers of the Board of Directors.

6. Task Groups. The Board may establish Task Groups presided over by a member of the Board.

7. Indemnification. Directors, Officers, and other authorized employees or agents of the Corporation shall be indemnified against liabilities arising in connection with their positions or activities on behalf of the Corporation to the full extent permitted or required by law, the Corporation's Articles and as further authorized by the Board of Directors.

8. Disclosure; Books and Records. The Corporation shall disclose to the public all information that the Internal Revenue Code requires the Corporation to disclose. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The Corporation shall keep at its registered or principal office a record giving the names and addresses of the directors and any other information required under District of Columbia law. The Board of Directors shall adopt, and may amend from time to time, a policy or policies implementing this paragraph.

9. Fiscal Year. The fiscal year for the Corporation is the calendar year.

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[i] The Resources Committee is the primary working advisory committee to the Board. The Board relies on the Resources Committee to develop recommendations on strategic issues across SFI's pillars. Each Board member may also serve on the Resources Committee or appoint one person from their organization (or allied organization) to serve on the Resources Committee on their behalf.