

AMENDED AND RESTATED BYLAWS
OF
The SDSN Association
“the Corporation”

adopted as of 20 September 2022

ARTICLE I
REGISTERED OFFICE AND AGENT

1.1 Registered Office and Agent. The Corporation shall maintain continuously in the State of Delaware a registered office at such place as may be designated by the Board of Directors or the President. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s), either within or without the State of Delaware, as may be designated by the Board of Directors from time to time.

1.2. Offices. The Board of Directors may change the location of the principal office; this section may be amended to state the new location. The Corporation may have such other offices, either within or without the State of New York, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II
PURPOSES

2.1 Purpose. The Corporation is organized exclusively for charitable, scientific, and educational purposes. The purpose of this corporation includes supporting the Sustainable Development Solutions Network (“SDSN”), the SDG Academy, and research and policy initiatives relating to sustainability.

ARTICLE III
MEMBERSHIP

3.1 No Members. The Corporation shall have no members.

ARTICLE IV
BOARD OF DIRECTORS

4.1 Role of the Board. The activities of the Corporation shall be managed by its Board of Directors (the “**Board**”), which shall have power and authority over the operational activities of the Corporation.

4.2 Number, Tenure, and Qualifications. The number of members of the Board of Directors (“**Directors**”) shall be at least three (3), and the exact number of Directors shall be fixed from time to time by approval of a majority of the Board of Directors present at a duly called meeting at which a quorum is present. The term of office of each Director shall be for three (3) years from the date of election and until his or her successor has been elected and qualified. A Board member may succeed himself or herself in office for additional terms. Each Director shall be at least 18 years of age and need not be a United States citizen or resident of the State of New York.

4.3 Election of Directors. Except for the initial Directors, Directors shall be elected by a majority of the Board present at a duly called meeting at which a quorum is present.

4.4 Quorum. A majority of the Directors then serving will constitute a quorum for the transaction of business. Any act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these bylaws.

4.5 Chair of the Board. At the first regular meeting of the Board’s fiscal year, and from time to time thereafter, the Board shall elect a Chair of the Board (the “**Chair**”) to serve as Chair and as an officer of the Corporation at the pleasure of the Board of Directors for two (2) years from the date of election and thereafter until his or her successor has been elected and qualified. The Chair shall preside at all meetings of the Board of Directors at which he or she is present and shall perform such other duties as may be required of him or her by the Board of Directors.

4.6 Vacancies. Any vacancy on the Board may be filled for the unexpired term by a majority of the votes of the remaining Directors present at a duly called meeting at which a quorum of remaining Directors is present.

4.7 Meetings. Regular meetings of the Board shall be held at least annually, either in person or virtually, by videoconferencing at a time to be determined by the Board. Special meetings of the Board may be called by the Chair or by any Board member.

4.8 Use of Communications Equipment. Any or all Directors may participate in a meeting of the Board by means of conference telephone or related means of communication by which all persons participating and entitled to vote in the meeting are able to hear each other.

4.9 Action Without Meetings. The Board may act without a meeting if, prior or subsequent to the action, each Director consents in writing or via electronic mail to the action. The written consents shall be filed in the Corporation's minute book.

4.10 Compensation. Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

4.11 Retirement or Resignation. Any Director may retire or resign their position at any time by giving written notice to the Board.

ARTICLE V OFFICERS

5.1 Officers. The officers of the Corporation shall be a President and a Secretary, and such other officers, if any, including, without limitation, a Treasurer, and/or one or more Vice Presidents, in each case as may be elected or appointed in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Officers may, but need not, be Directors. Any two or more offices may be held by the same person, except neither the Secretary nor the Treasurer may serve concurrently as the President.

5.2 Election and Term of Office. The officers of the Corporation shall be elected or appointed by the Board of Directors, except that Vice Presidents may be

appointed by the President as set forth in Section 5.6 below. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor has been elected and duly qualified.

5.3. Resignation. Any officer may resign at any time by delivering a written notice to the Secretary of the Corporation, or to the Chairperson of the Board. The acceptance of such resignation by the Board of Directors, unless required by the terms thereof, shall not be necessary to make the same effective.

5.4. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors at any time, with or without cause.

5.5. 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 term.

5.6. President. The President shall serve as the principal executive officer of the Corporation. The President shall perform all duties incident to the office of chief executive officer and such other duties as may be prescribed by the Board from time to time. The President shall be authorized to appoint Vice Presidents of the Corporation who, together with the President, shall have authority to sign any deeds, mortgages, bonds, contracts, or other instruments as may be necessary to conduct the activities of the Corporation.

5.7. Secretary. The Secretary shall keep 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 in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board.

5.8. Treasurer. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

ARTICLE VI COMMITTEES

6.1. Committees of Directors. The Chair of the Board may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to any matter that may not be delegated by the Board of Directors to a committee of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or such Director by law.

6.2. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation may from time to time be appointed by the Chair of the Board.

ARTICLE VII CONFLICTS OF INTEREST

7.1 Definition. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

7.2 Duty to Disclose. A director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; and/or (c) as soon as possible after the director or officer learns of the conflict. Not less than once a year, each director and officer shall submit to the Secretary a conflict of interest disclosure form in a format to be determined by the President of the Corporation, as revised from time to time as appropriate.

7.3 Process for Contracts and Transactions Involving Potential

Conflicts of Interest. A director or officer who has or learns about a potential conflict of interest should disclose promptly to the Chair of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All efforts should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into. Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

7.4 Violations. If the Board or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

8.1 Fiscal Year. The fiscal year of the Corporation shall end on June 30th of each year.

8.2 Records. There shall be kept at the office of the Corporation and/or held in electronic form in the Corporation internal database: (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and the Executive Committee, (3) a current list of the directors and officers of the Corporation and their residence addresses, (4) a copy of these amended and restated bylaws, (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service, and (6) copies of the past three years' information returns to the Internal Revenue Service.

8.3 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

ARTICLE IX AMENDMENTS

9.1 Amendments to Bylaws. These amended and restated bylaws may be altered, amended, or repealed by a vote of not less than two-thirds majority of the Board members present at a regular meeting of the Board, or at a special meeting of the Board called for that purpose, as long as a quorum is present.

The preceding document is a true and accurate copy of the bylaws of the SDSN Association, duly adopted by the Board of Directors on 20 September 2022.



Name: Stacey Clark

Title: Secretary

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