

Amended and Restated By-laws of Rainforest Trust
(formed under the New York Not-for-Profit Corporation Law)
Consolidated to September 30, 2023

ARTICLE I

Charitable Purpose

The purpose of Rainforest Trust (the “Corporation”) shall be to promote conservation of biological diversity and natural areas throughout the world. The Corporation shall maintain qualification as an exempt entity under Section 501(c)(3) of the Internal Revenue Code or its successor (the “Code”) and as entitling contributions to the Corporation to be deductible under Section 170(c)(2) of the Code.

ARTICLE II

Board of Directors

Section 2.1. Power of the Board and Qualifications of Directors. The Corporation shall be managed by its board of directors (the “Board of Directors” or the “Board”). The Corporation shall have no members and all corporation powers shall vest in the Board of Directors. Each director shall be at least eighteen years of age, and no director shall be an employee of the Corporation.

Section 2.2. Number of Directors. The number of directors constituting the entire Board of Directors shall be determined from time to time by the vote of the majority of the entire Board, but shall not be less than three or more than fifteen; provided that no decrease in the number of directors at any time shall shorten the term of any incumbent director. The maximum number of directors may be changed by an amendment of these by-laws which is approved by the vote of a majority of the entire Board. If there shall be fewer than three directors serving at any time, the directors then in office shall promptly unanimously elect at least such number of directors as shall be necessary to have three directors in office.

Section 2.3. Election and Term of Directors. Except as provided in these by-laws, a director elected at an annual general meeting of the Corporation shall hold office until the close of the third succeeding annual general meeting. Each director shall be limited to nine successive years of service as a director, with one year of non-service required afterward prior to re-election as a director. The Board shall adopt selection goals, criteria and processes for nomination, election, and re-election of directors.

Section 2.4. Quorum of Directors and Action by the Board. Unless a greater proportion is required by law or by these by-laws, one-third of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business, and, except as otherwise required by law, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board of Directors. Any director who is present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for the purposes of determining if a quorum is present at such time.

These by-laws may be amended to provide for a greater quorum or to provide for a greater proportion of the votes of directors that shall be necessary for the transaction of business or of any specified item of business, provided such amendment is authorized by the vote of two-thirds of the entire Board.

2.5. Meetings of the Board. An annual general meeting shall be held for the election of directors whose terms are expiring in that year and for the transaction of other business annually, as fixed by the Board. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Chairperson of the Board, the Vice-Chairperson of the Board, the President, the Chief Executive Officer, or any two directors.

Meetings of the Board of Directors may be held at such places within or without the State of New York as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings.

Notice of each meeting of the Board shall be given to each director by email no later than 72 hours (including at least two business days) prior to the meeting. Oral or telephonic notices of meetings shall not be permitted.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, either prior to or at the commencement of such meeting, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given in the manner described above to the directors who were

not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 2.6. Informal Action by Directors. Unless otherwise restricted by law or these By-Laws, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing or electronically to the adoption of a resolution authorizing the action. The resolution and the consents thereto by the directors shall be filed with the minutes of proceedings of the Board or committee.

Unless otherwise restricted by law or these by-laws, the directors or members of any committee thereof may participate in a meeting of the Board or any committee by means of conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

Section 2.7. Resignations. Any director of the Corporation may resign at any time by giving written notice to the Chairperson of the Board of Directors, the Secretary of the Corporation, or, if there is neither a Chairperson nor a Secretary, to the entire Board of Directors (or, if there are no other directors, to the officers of the Corporation reporting to the Board). Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 2.8. Removal of Directors. Any one or more of the directors may be removed with or without cause by vote of a majority of the directors then in office.

Section 2.9. Newly-created Directorships and Vacancies. Newly -created directorships resulting from an increase in the number of directors to be elected, and vacancies among such directors for any reason, may be filled by vote of a majority of the directors then in office. A director elected other than at an annual general meeting shall hold office until the close of the second succeeding annual general meeting occurring after the director's election.

Section 2.10. Purchase, Sale, Mortgage or Lease of Real Property. No purchase of real property shall be made by the Corporation, and the Corporation shall not sell, mortgage or lease its real property, unless authorized by the vote of two-thirds of the entire Board of Directors.

Section 2.11. Annual Report. The Board of Directors, or a designated audit or audit and finance committee of the Board comprised solely of independent directors (the “Designated Committee”), shall annually retain or renew the retention of an independent auditor to conduct the audit of the Corporation’s financial statements for each completed financial year. In doing so, the Board or Designated Committee shall consider the performance and independence of the auditor. Prior to the commencement of each audit, the Board or Designated Committee shall review with the independent auditor the scope and planning of the audit, and if this review is done by the Designated Committee, it shall report on its review to the Board. The Board shall review the results of each audit and any related management letter with the independent auditor annually, including, without limitation, (A) any material risks and weaknesses in internal controls identified by the auditor; (B) any restrictions on the scope of the auditor's activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the corporation's accounting and financial reporting processes. The report of the results of an audit presented at an annual Board meeting shall contain: the auditors’ report; the Corporation’s statement of assets and liabilities, including any trust funds, as of the end of its last completed financial year; principal changes in assets and liabilities, including trust funds, during the last completed financial year; revenues or receipts of the Corporation, for both general and restricted purposes, during the last completed financial year; the expenses or disbursements of the corporation, for both general and restricted purposes, during the last completed financial year; and any other statements or reports agreed to be included in the annual report by the Board and the auditor in the planning for the audit or otherwise required by applicable law. The annual report shall be filed with the records of the Corporation, a copy thereof shall be entered in the minutes of the proceedings of the Board meeting, and the report shall otherwise be filed as required by laws applicable to the Corporation.

Section 2.12. Compensation. Directors shall not receive compensation for their service as directors.

ARTICLE III

Committees

Section 3.1. Board Committees. The Board of Directors may create committees of the Board, each consisting of three or more directors, and each of which shall have the authority of the Board only to the extent provided in the resolution, except that no committee shall have authority as to the following matters:

- (1) the filling of vacancies in the Board of Directors or in any committee;
- (2) the fixing of compensation for the directors for serving on the Board or on any committee;
- (3) the amendment or repeal of the by-laws or the adoption of new by-laws;
- (4) the approval of amendments to the certificate of incorporation;
- (5) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable
- (6) the election or removal of officers or directors; or
- (7) the approval of a merger or plan of dissolution.

The Board may designate one or more directors as alternate members of any Board committee who may replace any absent member or members at any meeting of such Board Committee.

In the event that the Board determines at any time to create a committee which shall have the power and authority of the Board to transact all business of the Corporation between meetings of the Board, the resolution appointing members of such committee must be adopted by the vote of a majority of the entire Board.

Section 3.2. Other Committees. The Board of Directors may create committees which have both director and non-director members, or only non-director members, and such committees shall be committees of the Corporation. No such committee shall have the authority to bind the Board. Members of such committees shall be elected or appointed in the same manner as officers of the Corporation, and the provisions of these by-laws applicable to officers of the Corporation generally shall apply to members of such committees.

Section 3.3. Committee Rules. Except as otherwise specified in these by-laws or unless the Board of Directors otherwise provides, each committee of the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article II of these by-laws.

Section 3.4. Service on Committees. Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation

thereto of authority shall not alone relieve any director of such director's duty under the law to the Corporation.

Section 3.5. Committee Service. If a member of any committee of the Board ceases to be a director, such person shall also then cease to be a member of such committee.

ARTICLE IV

Officers

Section 4.1. Officers. The Board of Directors shall elect or appoint a Chairperson of the Board, a Vice- Chairperson of the Board, a Secretary and a Treasurer, from among its members. The Board shall also elect or appoint a Chief Executive Officer and may also elect or appoint a President and one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers of the organization, and may give any of them such further designation or alternate titles it considers desirable. Any two or more offices may be held by the same person except the office of Chairperson and Secretary.

Section 4.2. Term of Office and Removal. Each officer shall hold office for the term for which such officer is elected or appointed and until such officer's successor has been elected and qualified. All officers shall be elected or appointed annually. Any officer may be removed by the Board of Directors with or without cause at any time. Removal of an officer without cause shall be without prejudice to such officer's contract rights, if any, and the election or appointment of an officer shall not itself create contract rights.

Section 4.3. Chairperson. The Chairperson of the Board shall preside at all meetings of the Board of Directors.

Section 4.4. Vice-Chairperson. The Vice-Chairperson of the Board shall preside at all meetings of the Board of Directors in the absence of the Chairperson and shall perform the duties of the Chairperson if and when the Corporation has no Chairperson.

Section 4.5. Secretary; Treasurer. The Secretary shall keep the minutes of the meeting of the Board of Directors in appropriate minute books, and, in general, shall perform the duties incident to such office and such other duties as may be assigned, from time to time, to him or her by the Board of Directors or as may be provided by law. The Treasurer shall have general responsibility for the financial accounts and condition of the Corporation and shall perform the duties incident to such office and such other duties as may be assigned, from time to time, to such person by the Board of Directors or as may be provided by law.

Section 4.6. Chief Executive Officer. The Chief Executive Officer shall: (1) control the programs and administration of the Corporation, subject to the direction of the Board of Directors; (2) present at each Annual Meeting of the Corporation a report of the condition of the business of the Corporation; and (3) appoint and remove, employ and discharge, and fix the compensation of all servants, agents, employees and clerks of the Corporation, other than officers appointed directly by the Board of Directors.

Section 4.7. Other Officers. Other officers, if any, of the Corporation shall have such powers and duties in the management of the Corporation as shall be stated in a resolution of the Board of Directors which is not inconsistent with these by-laws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board.

Section 4.8. Salaries of Officers. The Board shall fix the salaries of officers appointed by and reporting directly to it. Directors shall not receive compensation for their service as officers.

ARTICLE V

Miscellaneous

Section 5.1. Fiscal year. The fiscal year of the Corporation shall be, with effect as and from June 30, 2024, the period from July 1 in any year to June 30 in the succeeding calendar year. .

Section 5.2. Corporate Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 5.3. Books and Records to be Kept. The Corporation shall keep at its principal office (a) correct and complete books and records of the accounts, (b) minutes of the proceedings of the Board of Directors and any committee of the Board or the Corporation, and (c) a current list of the directors and officers of the Corporation and their residence address. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within reasonable time.

Section 5.4. Amendment of these By Laws. Except as otherwise required by law or these By-Laws, the By-Laws may be adopted, amended or repealed by vote of the majority of the entire Board of Directors.