

AMENDED AND RESTATED BYLAWS
OF THE
SULLIVAN ALLIANCE FOR SUSTAINABLE DEVELOPMENT, INC.

ARTICLE I

MEMBERS

The Corporation shall have no members.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Power. The Board of Directors (the “Board”) shall have general power to control and manage the affairs and property of the Sullivan Alliance for Sustainable Development, Inc. (“SASD”) in accordance with the purposes and limitations set forth in the Certificate of Incorporation.

Section 2. Number. The number of Directors constituting the entire Board shall be no less than five (5) and no more than fifteen (15), providing that such number may be expanded or reduced by the Board at any time, but in no event shall the entire Board consist of less than three Directors, each of whom shall be at least eighteen years of age. In addition, the Executive Director of SASD shall serve as an ex-officio, non-voting member of the Board.

Section 3. Election and Term of Office. Directors shall be elected at the annual meeting of the Board and shall serve for a term of two years. To the extent possible, terms of directors should be staggered so that no more than one-third of the Directorships are up for election each year. To become a Director, a person shall be nominated by a then-existing Director and elected by a majority of the Board. Directors may serve unlimited consecutive terms.

Section 4. Removal. Any Director may be removed at any time for cause by a vote of a majority of the entire Board at any special meeting of the Board called for that purpose.

Section 5. Resignation. Any Director may resign from office at any time by delivering his or her resignation in writing to the President. The acceptance of such resignation shall not be necessary to make the resignation effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 6. Vacancies and Newly Created Directorships. The Board, by a vote of a majority of the Directors then in office, regardless of their number, may elect Directors to fill any newly created Directorships and any vacancies on the Board. Except in instances of resignation or removal, Directors so elected shall serve until the next annual meeting at which the election of Directors at which the election of

Directors is in the regular order of business, and until the election of their successors.

Section 7. Attendance at Meetings. In order for SASD to function effectively, Directors are expected to attend Board Meetings, either in person or by such other means as provided in Section 8 of this Article II. All Directors are encouraged to inform the Secretary prior to the meeting whether or not they will be attending and, if attending, whether in person or via such other means as provided in Section 8 of this Article II.

a. Absence Due to Illness or Extraordinary Circumstances. If a Director is unable to attend two or more consecutive meetings due to illness or other extraordinary circumstances, and the President or other member of the Executive Committee is notified in advance that they will be absent, such member will be considered "on leave" and will cease to be a voting member and will not be counted toward a quorum. The period of leave will end when the member attends a subsequent meeting at which time full voting status will be restored and the member's presence or absence will again be counted toward a quorum.

b. Other Absences. If a Director who is not absent pursuant to section 7(a) above misses two consecutive meetings, he or she will cease to be a voting member and will not be counted toward a quorum until such time as he or she is reinstated as a full voting member by a vote of the Board. If such a Director misses three consecutive meetings, he or she will be automatically removed as a Director. In order to be reinstated following such removal, he or she must appear before the Board and request reinstatement. Reinstatement will be determined by a vote of the Board taken by private ballot.

Section 8. Place and Time of Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. Any meeting of the Board may be held by means of conference telephone, Skype, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

- (a) Annual Meetings. The annual meeting of the board will be held at a time and place fixed by the Board.
- (b) Regular Meetings. Regular meetings of the Board shall be held no less than three times during a year, at a time and place fixed by the Board.
- (c) Special Meetings. Special meetings of the Board shall be held whenever called by a majority of the Board or by the President of the Board. Special meetings shall be held at a time and place fixed by the person or persons calling the meeting.

Section 9. Notice of Meetings and Waiver of Notice. Notice of the time and place of each annual, regular or special meeting of the Board shall be given to each Director by mail, telephone, facsimile, or electronic mail or message at least seven (7) days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight (48) before the time at which the meeting is to be held, unless the meeting must be held within forty-eight (48). Notice of a meeting 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, prior to the meeting or at its commencement, the lack of notice.

Section 10. Quorum and Voting. A majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these bylaws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 11. Action by the Board. Any action required or permitted to be taken by the Board or by any of its Committees may be taken without a meeting if all members of the Board or the Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board or Committee.

Section 112. Compensation and Expense Reimbursement. No compensation shall be paid to Directors for their services as such. Directors may be reimbursed for reasonable SASD expenses, in accordance with the rules and guidelines established by the Audit Committee.

ARTICLE III

OFFICERS

Section 1. Officers. The Executive Officers of SASD shall be: President, Vice President for Organizational Matters, Vice President for Communications, Secretary and Treasurer. The Board may also appoint such other officers as it may from time to time deem appropriate, which may, but need not be, members of the Board. One person may hold more than one office in SASD, except that the same person may not hold the offices of President and Secretary. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity. To the full extent allowed by law, the Board may delegate to any Officer any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

Section 2. Election, Term of Office and Removal of Officers. The Officers of SASD shall be elected for a two-year term at the annual meeting of the Board, immediately following the election of Directors (in years when there is an election of

Directors) and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Any officer may be removed, with or without cause, by a vote of a majority of the entire Board. Officers may be elected to an unlimited number of terms.

Section 3. President: Powers and Duties. The President shall preside at all meetings of the Board, and for any meeting at which the President is unable to preside, the Vice President shall preside. The President shall have general supervision over the affairs of SASD, and shall keep the Board fully informed about the activities of SASD. The President shall have the authority to sign checks in the name of SASD for amounts of \$5,000 or less. In the event the President is unavailable, either one of the Vice Presidents shall have the authority to sign checks in the name of SASD for amounts of \$5,000 or less. Checks for amounts greater than \$5,000 require the signature of the President and one other member of the Executive Committee. The President together with the Secretary or Treasurer shall have the power to sign and execute in the name of SASD all contracts authorized by the Board.

Section 4. Vice President for Organizational Matters: Power and Duties: The Vice President shall have the powers and perform the duties assigned by the Board. In the event the President is unavailable to sign checks in the name of SASD, either one of the Vice Presidents shall have the authority to sign such checks for amounts of \$5,000 or less. In the absence or inability of the President to act, the Vice President shall perform all the duties and may exercise any of the powers of the President.

Section 5. Vice President for Communications: Power and Duties. The Vice President shall have the powers and perform the duties assigned by the Board. In the event the President is unavailable to sign checks in the name of SASD, either one of the Vice Presidents shall have the authority to sign such checks for amounts of \$5,000 or less. In the absence or inability of the Vice President to act, the Vice President for Communications shall perform all the duties and may exercise any of the powers of the Vice President.

Section 6. Secretary: Powers and Duties: The Secretary shall keep the minutes of the annual meeting and all meetings of the Board, in books to be kept for that purpose. The Secretary shall be responsible for the giving and serving of all notices of SASD, and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Section 7. Treasurer: Power and Duties. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, all moneys, evidences of indebtedness and other valuable documents of SASD in the name and to the credit of SASD in such banks or depositories as the Board may designate. The Treasurer shall monitor the investment of SASD's assets and at each meeting, and whenever else required by the

Board, the Treasurer shall render a statement of SASD's investment activity and accounts. The Treasurer shall at all reasonable times make SASD's books and accounts available to any Officer or Director of SASD, and shall perform all duties incident to the position of Treasurer, subject to the control of the Board, and shall when required, give such security for the faithful performance of such duties as the Board may require.

ARTICLE IV

EMPLOYEES and AGENTS

Section 1. Employees and Other Agents. The Board may appoint, and approve contracts with, employees and other agents to serve on such terms as determined by the Board and to have the authority, perform the duties and receive the compensation, if any, determined by the board. No such employee need be a Director of the Corporation, except for the Executive Director who shall be an ex-officio non-voting Director, as provided in Article II, Section 2 above.

Section 2. Removal of Employees and Other Agents. The board, by vote of a majority of the entire Board, may remove any officer, employee or agent with or without cause.

Section 10. Vacancies. The Board may elect a successor to fill a vacancy in any office, and the person elected shall serve until the next annual meeting of the Board and the election of his or successor.

Section 11. Compensation. The Board shall fix the compensation, if any, of any officer, employee or other agent. In determining reasonable compensation the Board shall consider the compensation offered by comparable organizations for similar positions and shall document the basis for its decisions. If an officer, employee or other agent is a member of the Board, he or she may not participate in the discussion or the vote with respect to his or her compensation or the compensation of an immediate family member.

ARTICLE V

COMMITTEES

Section 1. Committees of the Board. The Board, by resolution adopted by a majority of the entire Board, may establish and appoint an executive and other standing committees. The President shall appoint the chairperson of each committee. Each committee so appointed shall consist of three (3) or more Directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

1. the filling of vacancies on the Board or on any committee;

2. the amendment or repeal of the bylaws or the adoption of new bylaws
3. the fixing of compensation of the Directors for serving on the Board or any committee.

Section 2. Term of Office, Quorum and Voting. Unless otherwise provided by these bylaws, Committee members shall serve for a two-year term. A majority of the entire Committee shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or these bylaws, the vote of a majority of the Committee members present at the time of the vote, if a quorum is present at such time, shall be the act of the Committee.

Section 3. Standing Committees of the Board.

(a) Executive Committee: The Executive Committee shall be comprised of the President, Vice President for Organizational Matters, Vice President for Communications, Secretary and Treasurer. The Executive Committee shall exercise, subject at all times to the direction and limitation of the Board, all of the powers and authority necessary to conduct the normal business operations of SASD, including the authorization to sign documents on behalf of SASD.

(b) Finance Committee: The Finance Committee shall be comprised of a minimum of three (3) members selected by the Board of Directors, at least one of whom should have expertise in accounting. The Treasurer and Executive Director shall be ex-officio members of the Finance Committee, provided that the Executive Director shall be a non-voting member of this Committee. The Treasurer shall serve as the Committee's Chair. The Finance Committee's responsibilities include:

- a. Providing general financial management for SASD
- b. Preparing the annual budget for review by the Board
- c. Meeting at least once following the midpoint of the fiscal year, and at such other times as needed, to review performance against the budget for that year and recommend to the Board for its approval any revisions it considers necessary and appropriate.
- d. Submitting an annual financial report to the Board

- e. Providing guidance to the Board on investment decisions.
- f. Recommending to the Board for its approval policies for check signing authority and in what amounts, and for expense reimbursement and advances.
- g. Recommending to the Board for its approval travel reimbursement guidelines for Directors, officers, employees and other agents conducting business on behalf of SASD.
- h. Selecting and reviewing the independent external accountants and/or auditors and review of the annual fees paid for such services;
- i. Ensuring that the proper federal and state filings are completed and filed on time.
- j. Reviewing, periodically, SASD's insurance coverage and determining its adequacy.
- k. Performing such other duties as directed by the Board.

(c) Audit Committee: The entire Board shall comprise the Audit Committee. The Audit Committee shall be convened at least annually, and more frequently if needed, to:

- a. Review SASD's internal controls and make revisions to such controls as needed.
- b. Identify and monitor related party transactions and reviewing conflict of interest and disclosure policies and recommending revisions to such policies, as needed.
- c. Review with the independent external accountants and/or auditors SASD's annual financial statements and reports and consider whether such reports are complete and accurate.

(d) Personnel Committee. The Personnel Committee shall be comprised of at least three (3) Directors. The Vice President for Organizational Matters shall be an ex-officio member of the Personnel Committee and serve as its Chair. The Personnel Committee's responsibilities shall include:

- a. Establishing and maintaining the personnel policies of SASD, subject to approval of the Board.
- b. Supervising the staff of SASD, including the Executive Director, and conducting the annual performance review of staff members.
- c. Performing such other duties as directed by the Board.

Section 4. Nominating Committee. A Nominating Committee shall be convened each year at least two months prior to the annual meeting and elections. The Nominating Committee shall be comprised of a minimum of three (3) Directors to be appointed by the Board. The Nominating Committee will seek to identify candidates for nomination to the Board of Directors who will be able to contribute in significant ways to SASD. The Nominating Committee will endeavor to present its slate of nominees to the entire Board at least two weeks prior to the annual meeting and elections.

Notwithstanding the role of the Nominating Committee, all members of the Board are also welcome and encouraged to identify and nominate suitable candidates for election, and to make such nominations either prior to or at the time of the annual meeting and elections.

Section 3. Committees of SASD. The Board may appoint other committees, including, but not limited to the following: advisory committee, outreach committee, and development committee, consisting of Directors or others.

ARTICLE VI

INTERESTED PARTY TRANSACTIONS and ANNUAL DISCLOSURE STATEMENT

Section 1. Interested Party Transactions. For purposes of these bylaws, an “interested party transaction” is any contract or other transaction between SASD and:

(a) any present director or any individual who has served as a director in the five years preceding the transaction (“past director”)

(b) any family member of a present or past director

(c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest

(d) any present officer or individual who has served as an officer in the five years preceding the transaction (“past officer”)

(e) any family member of a present or past officer

(f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest.

In any instance where SASD proposes to enter into an interested party transaction it shall follow the procedures and rules set out in the Conflict of Interest Policy attached hereto and incorporated into these bylaws by reference.

Section 2. Annual Statements. Each Director, principal officer and member of a committee with governing board-delegated powers shall annually sign a Conflict of Interest Disclosure Statement, the form of which shall be determined by the Board.

ARTICLE VII

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board is authorized to select the banks or depositories it deems proper for the funds of SASD and shall determine who shall be authorized to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents on SASD's behalf.

Section 2. Investments. The funds of SASD may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem advisable.

ARTICLE VIII

OFFICE AND BOOKS

Section 1. Office. The office of SASD shall be located at such place as the Board may from time to time determine.

Section 2. Books. There shall be kept at the office of SASD, or at such other location as the Board deems advisable, correct books and records of account of the activities and transactions of SASD including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these bylaws, and all minutes of meetings of the Board.

ARTICLE IX

FISCAL YEAR

The fiscal year of SASD shall be the calendar year.

ARTICLE X

INDEMNIFICATION & DEFENSE

SASD shall defend and indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator or intestate was a Director, officer or employee of SASD, against judgments, fines, amounts paid in settlement and reasonable expenses, including

attorney's fees. SASD may defend and indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator or intestate was an agent of SASD, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees. SASD shall at all times maintain Directors and Officers Insurance.

ARTICLE XI

AMENDMENTS

These bylaws may be amended or repealed by the affirmative vote of the majority of the entire Board at any meeting of the Board, provided that the notice to such meeting included the amendment of the bylaws as an agenda item or that the entire Board waived such notice requirement.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the bylaws of Sullivan Alliance for Sustainable Development, Inc., a New York not-for-profit corporation, as in effect on the date thereof.

WITNESS my hand as Secretary of of SASD

_____ Date: January 24, 2012
Laurie McFadden
Secretary of SASD

**CONFLICT OF INTEREST POLICY OF
SULLIVAN ALLIANCE FOR SUSTAINABLE DEVELOPMENT, INC.**

Article I. Purpose.

The purpose of the Conflict of Interest Policy (“Policy”) is to protect the interest of the Sullivan Alliance for Sustainable Development (“SASD”) when it is contemplating entering into any transaction or arrangement that might benefit the private interest of any present or former officer or director of SASD or might result in a possible excess benefit transaction. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II. Definitions.

Section 1. Interested Person.

Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

Section 2. Financial Interest.

A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the SASD has a transaction or arrangement;
- (b) A compensation arrangement with SASD or with any entity or individual with which SASD has a transaction or arrangement; or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SASD is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III. Procedures.

Section 1. Duty to Disclose.

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.

Section 2. Determining Whether a Conflict of Interest Exists.

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining governing board or committee members shall decide if a conflict of interest exists.

Section 3. Procedures for Addressing the Conflict of Interest.

If it is determined pursuant to Section 2 above, that a conflict of interest exists, the transaction or arrangement may be approved upon a majority vote of the directors then in office, without counting the vote of any Interested Person, according to the procedures described in this Section.

(a) An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or chairperson of a committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether SASD can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in SASD's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflicts of Interest Policy.

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

Article IV. Records of Proceedings.

The minutes of the meeting(s) of the governing board and all committees with board delegated powers at which such decision is considered shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V. Compensation.

Section 1. A voting member of the governing board who receives compensation, directly or indirectly, from SASD for services is precluded from voting on matters pertaining to that member's compensation.

Section 2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SASD for services is precluded from voting on matters pertaining to that member's compensation.

Section 3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SASD, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI. Annual Statements.

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement that affirms such person:

- (a) Has received a copy of the Policy;
- (b) Has read and understands the Policy;
- (c) Has agreed to comply with the Policy, and
- (d) Understands SASD is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII. Periodic Reviews.

To ensure SASD operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to SASD's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII. Use of Outside Experts.

When conducting the periodic reviews as provided for in Article VII, SASD may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CONFLICT OF INTEREST ACKNOWLEDGMENT FORM FOR SULLIVAN ALLIANCE FOR SUSTAINABLE DEVELOPMENT, INC.

Conflict of Interest

The attached Conflict of Interest Policy is designed to assist Directors, officers, and key staff members of the Sullivan Alliance for Sustainable Development ("SASD") in

meeting their ongoing responsibility to disclose business or personal interests that may create a conflict of interest. Below is an acknowledgment stating that you have received a copy of SASD's Conflict of Interest Policy, have read it and understand it, and agree to comply with it. Please complete the acknowledgement and return the signed acknowledgment to the Secretary.

Acknowledgment

I hereby acknowledge that I have received a copy of the Conflict of Interest Policy of SASD and that I have read it and understand it. I hereby agree to abide by and comply with the procedures contained in the Conflict of Interest Policy. I understand that SASD is charitable and, in order to maintain its federal tax exemption, must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Signature: _____

Name: _____

Date: _____