

BY-LAWS
of
WORLD RESOURCES INSTITUTE FUND
(A District of Columbia Non-Profit Corporation)

ARTICLE 1

DIRECTORS

1.1 Powers. All corporate powers shall be exercised by the Board of Directors, except as otherwise expressly provided by the law or by the Articles of Incorporation or by these By-Laws, but the directors shall act only as a board and the individual directors shall have no power as such.

1.2 Number, Term of Office and Qualifications. The number of directors of the Corporation, which shall be not less than three (3), and the directors themselves, shall be designated in the first instance in the Articles of Incorporation and thereafter, by the Board of Directors of the World Resources Institute, Inc. at the annual meeting of that Board provided, however, that the number of directors may be increased by the directors of the Corporation at any special meeting of the directors called for that purpose. The Board of Directors of the World Resources Institute, Inc. shall seek to promote pluralism and diversity among the membership of the Board of Directors of the Corporation. Members of the Board of Directors, a Chairman of the Board and a Vice Chairman of the Board shall be elected annually. No more than one (1) paid staff member shall serve as a voting member of the Board. A paid staff member serving on the Board shall not serve as the Chair or Treasurer of the Board. Each director shall continue for the term of office to which he is elected and until his successor shall have been elected and shall qualify, or until his death, resignation or removal. If an officer or director fails to attend three (3) consecutive meetings of the Board of Directors or Executive Committee, the Executive Committee shall evaluate the officer's or director's contribution to the work of the Corporation, his or her reasons for not attending the meetings, as well as any other relevant factors and, if it appears to be in the best interest of the Corporation, may declare the position vacant. The term of office of any director may be terminated at any time, with or without cause, but only by a majority vote of the Board of Directors of World Resources Institute, Inc.

Directors shall serve staggered three-year terms. Directors shall serve no more than three consecutive three-year terms except that those directors who as of 1995 have served for nine or more years shall be eligible for one more term, those who have served for six or more years shall be eligible for two more terms, and those who have served for only one term shall be eligible for three more terms. These term limitations shall not preclude the continued service as a member and director of any person elected to serve as Chairman of the Board or President of the Corporation.

In the event of any change in the number of directors of the Corporation, the initial term of the new directors shall be prescribed by the Board of Directors of the Corporation, to be one, two, or three years as may be necessary to maintain appropriate equality among the three classes of directors whose terms expire in successive years.

1.3 First Meeting. Each duly elected Board of Directors may hold its first meeting for the purpose of organization and the transaction of other business, if a quorum be present, without notice of such meeting, on the same day and at the same place the meeting of the Board of Directors of World Resources Institute, Inc. is held, and as soon as practicable after such meeting. Such first meeting may be held at any other time and place specified in a notice as hereinafter provided in Section 1.5 of this Article for special meetings of the Board of Directors or in a waiver of notice thereof.

1.4 Regular and Special Meetings. Regular meetings of the Board of Directors may be held at such places, within or without the District of Columbia, and times as may be fixed from time to time by resolution of the Board of Directors; and, unless otherwise required by resolution of the Board of Directors, notice of any such meeting need not be given. The Chairman of the Board or the Secretary may call, and upon written request signed by any two directors the Secretary shall call, special meetings of the Board of Directors. Any meeting of the Board of Directors may be held within or without the District of Columbia as designated in the notice or waiver of notice of such meeting.

1.5 Notice of Special Meetings. Notice of special meetings of the Board of Directors may be in writing, signed by the Chairman of the Board or the Secretary, and shall be sent to each

director by mail or telegram addressed to his last known address, or by electronic transmission if given by a form of electronic transmission consented to by the director, addressed to his last known email address at least five days before the time designated for such meeting.

1.6 Waiver of Notice. Any meeting of directors and any action otherwise properly taken thereat shall be valid if notice of the time, place and purposes of such meeting shall be waived in writing (including telegraph, cable or wireless) before, at or after such meeting by all directors to whom timely notices were not sent as provided by these By-Laws. A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

1.7 Organization. At each meeting of the Board, the Chairman of the Board, or in his absence the Vice Chairman of the Board, or in his absence a chairman chosen by the majority of the directors present, shall preside. The Secretary or an Assistant Secretary shall perform the duties of secretary at each meeting of the Board of Directors; and in the absence from any such meeting of the Secretary and Assistant Secretaries, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

1.8 Quorum. One-third of the directors in office, but not less than two (2) directors, present in person or participating by means of conference telephone or any other means of communication by which all persons participating in the meeting are able to hear one another, shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a smaller number may adjourn any such meeting to a later date. At least one day's notice of such adjourned meeting shall be given in the manner provided in Section 1.5 of this Article to each director who was not present at such meeting.

1.9 Action by the Board. Except as otherwise expressly required by law or by these By-Laws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

1.10 Conflict of Interest. A conflict of interest may exist when the direct, personal financial interest of any director or officer competes with the financial interest of the Corporation. If any such conflict of interest arises with regard to a matter requiring action by the Board of

Directors, the interested person shall call it to the attention of the Board of Directors and such person shall not vote on the matter. The fact that a director or officer is also a director, officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the corporation also obtains or seeks funds shall not by itself be deemed a conflict of interest.

Moreover, the person having such a conflict shall not participate in any deliberation or decision regarding the matter under consideration, and shall retire from the room in which the Board is meeting. However, that person shall provide the Board with any and all relevant information.

The minutes of the meeting of the Board shall reflect that the conflict of interest was disclosed and that the interested person was not present during any discussion or vote and did not vote on the matter. When there is a doubt as to whether such a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

1.11 Filling Vacancies. Any vacancy in the Board of Directors of the Corporation, whether caused by death, resignation, disqualification, increase in the number of directors, removal or otherwise, may be filled for the unexpired term by a majority vote of the Board of Directors of the World Resources Institute, Inc.

ARTICLE 2

COMMITTEES

2.1 Executive Committee - Constitution and Powers. The Board of Directors of the Corporation may, by resolution, designate two or more of its number to constitute an Executive Committee, who shall have and may exercise, so far as may be permitted by law, all the powers of the Board of Directors in the management of the property and affairs of the Corporation in the intervals between meetings of the Board of Directors. The Executive Committee shall act in such intervals as the governing body of the Corporation and shall have power to authorize the seal of the Corporation to be affixed to all papers which may require it, except that it shall not have the power or authority to amend the Certificate of Incorporation, to

adopt an Agreement of Merger or Consolidation, to recommend to the members the sale, lease or exchange of all or substantially all of the Corporation's property and assets, to recommend to the members a Dissolution of the Corporation or a Revocation of Dissolution, or to amend the By-Laws of the Corporation. The Board of Directors of the Corporation shall fill any and all vacancies in the Executive Committee and may, from time to time, appoint alternate members of the Executive Committee to serve in the temporary absence or disability of any member. Such designation of a member or such appointment of an alternate member may be terminated at any time, with or without cause, and any member or alternative member of said Committee may be removed, with or without cause, at any time, by the Board of Directors of the Corporation.

2.2 Executive Committee Organization, Meetings, Etc. The Chairman of the Board of the Corporation shall be ex officio Chairman of the Executive Committee, the President shall be a member of the Executive Committee, and the Secretary or an Assistant Secretary of the Corporation shall act as secretary thereof, and the Board of Directors may appoint a Vice Chairman of the Executive Committee. In the absence of any such Chairman or Vice Chairman of the Executive Committee and/or of the Secretary or an Assistant Secretary, at any meeting of the Executive Committee, the Committee shall appoint a chairman or secretary of the meeting, as the case may be. The Executive Committee may adopt rules governing the time of, and/or method of, calling, and/or holding, its meetings and may also adopt rules governing the conduct of its affairs. The Executive Committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors of the Corporation.

2.3 Executive Committee - Quorum and Manner of Acting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the Executive Committee. The members of the Executive Committee shall act only as a committee. The Members may meet in person or participate by means of conference telephone or any other means of communication by which all persons participating in the meeting are able to hear one another.

2.4 Other Committees. The Board of Directors may also, by resolution, appoint a nominating committee and other committees and, to the extent permitted by law, may delegate to

any such committee such lawful powers as the Board of Directors shall determine. In each such case, the Board of Directors shall appoint a chairman for such committee. The Board may, by resolution, authorize the appointment of non-Board Members to serve on committees designated by the Board. The Members may meet in person or participate by means of conference telephone or any other means of communication by which all persons participating in the meeting are able to hear one another.

2.5 Ex Officio Members. The Chairman of the Board and President of the Corporation shall be ex officio members of all committees appointed by the Board of Directors as authorized under Article 2, Section 2.4.

ARTICLE 3

OFFICERS

3.1 Officers. The officers of the Corporation shall be a Chairman of the Board, a Vice Chairman of the Board, a President, a Secretary and a Treasurer, and such other officers as the Board of Directors shall determine, each to have such duties or functions as are provided in these By-Laws or as the Board of Directors may from time to time determine. Officers need not be chosen from among the directors. The President shall be a director of the Corporation and its chief executive officer. Officers shall be elected by the Board of Directors of the Corporation at the annual meeting of the directors in each year. The Board of Directors of the Corporation may elect such other additional officers or assistant officers as the Board of Directors may from time to time determine. The President shall make nominations for the election of officers who are also employees of the Corporation. One person may hold any two or more of the foregoing offices, except that the President shall not hold the office of Secretary or Treasurer.

3.2 Term. The term of office of each officer (including any officer who may occupy an additional office created by the Board of Directors) shall be one year and until his successor is elected and qualified.

3.3 Removal. The officers may be removed either with or without cause by resolution passed by the Board of Directors of the Corporation at any regular or special meeting of the Board of Directors, but only by a majority vote of all the directors then in office.

3.4 **Resignations.** Any officer may resign at any time by giving written notification to the President, or in the case of the Chairman, Vice Chairman or President, to the Board of Directors. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

3.5 **Vacancies.** A vacancy in any office caused by death, resignation, removal, disqualification or other cause shall be filled for the unexpired portion of the term by the Board of Directors of the Corporation at any regular or special meeting.

3.6 **Chairman of the Board.** The Chairman of the Board shall preside at all meetings of the members and of the Board of Directors, and shall perform such other duties as are provided in these By-Laws and as from time to time may be assigned by the Board of Directors.

3.7 **Vice Chairman of the Board.** The Vice Chairman of the Board shall, in the absence of the Chairman of the Board, preside at meetings of the members and of the Board of Directors, and shall perform such other duties as may from time to time be assigned by the Chairman of the Board or the Board of Directors.

3.8 **The President.** The President shall be the chief executive officer of the Corporation and shall have general supervision over the affairs of the Corporation, subject, however, to the control of the Board of Directors. In general, he shall perform all duties incident to the office of the chief executive officer of a Corporation, and shall have such other duties as are provided for in these By-Laws and as from time to time may be assigned by the Board of Directors.

3.9 **The Treasurer.** The Treasurer shall collect and keep an account of all moneys received and expended for the use of the Corporation; shall deposit sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the Board of Directors; shall make reports of the finances of the Corporation at each annual meeting and when called upon by the president, and shall perform such other duties as shall be assigned by the President or by the Board of Directors. The funds, books and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the Board of Directors, the Chairman and the President, and, at the expiration of his term of office, the Treasurer shall turn over to his successor in office all books, moneys and other properties in his

possession.

3.10 The Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors, and of the Executive Committee, and shall keep the minutes thereof in the proper book or books to be provided for that purpose; he shall see that all notices required to be given by the Corporation are duly given and served; he shall have charge of the other books, records and papers of the Corporation; he shall see that the reports, statements and other documents perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the president or by the Board of Directors.

ARTICLE 4

GRANTS, CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, VOTING OF SECURITIES, ETC.

4.1 Grants. The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Corporation, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name and behalf of the Corporation to make any such grants, contributions or assistance, which shall be ratified by the Board of Directors.

4.2 Execution of Contracts. The Board of Directors, except as otherwise provided in these By-Laws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances.

4.3 Loans. The Board of Directors may prospectively or retroactively authorize the President or any other officer or agent of the Corporation to effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, Corporation or individual, and for such loans and advances may make, execute and deliver

promissory notes, bonds, or other certificates or evidences of indebtedness of the Corporation, and when authorized to do so may pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances.

4.4 Checks, Drafts, Etc. All checks, drafts and other orders for payment of money out of the funds of the Corporation, and all notes and other evidence of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

4.5 Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by any one or more officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

4.6 Voting of Securities held by the Corporation. Stocks and other securities owned by the Corporation may be voted, in person or by proxy, as the Board of Directors or the Executive Committee shall specify. In the absence of any direction by the Board of Directors or Executive Committee, such stocks and securities shall be voted as the President shall determine.

ARTICLE 5

COMPENSATION OF OFFICERS AND DIRECTORS

5.1 **Compensation of Officers.** In establishing appropriate compensation levels for officers who are paid staff member, the Board or committee shall

- Recuse/exclude members who receive directly or indirectly a substantial portion of their income from the Corporation;
- Rely on appropriate comparative data, including comparable agreements in similar organizations; compensation levels for similar positions in both exempt and taxable organizations; and regional economic data; and
- Document the bases upon which it relies for its compensation determinations.

5.2 **Compensation Committee.** The Board may, if it chooses, establish a compensation committee to set appropriate levels of compensation. A Compensation committee shall consist solely of disinterested persons with respect to the transaction in question and shall follow the above-outlined procedures.

5.3 **Compensation of Directors.** Each director, in consideration of his serving as such, shall be entitled to receive from the Corporation such amount per annum or such fees for attendance at the directors' meetings, or both, as the Board of Directors shall from time to time determine, together with reimbursement for the reasonable expenses incurred by him in connection with the performance of his duties. Each director who shall serve as a member of the Executive Committee or any other committee of the Board of Directors, in consideration of his serving as such, shall be entitled to such additional amount per annum, or such fees for attendance

at committee meetings or both, as the Board of Directors shall from time to time determine, together with reimbursement for the reasonable expenses incurred by him in connection with the performance of his duties. Any compensation provided to directors must be reasonable in amount. Nothing in this section shall preclude any director (including the Chairman of the Board, the Vice Chairman of the Board and the President) from serving the Corporation in any other capacity and receiving proper compensation therefor.

ARTICLE 6

BOOKS AND RECORDS

There shall be kept at the principal office of the Corporation correct books of account of all the business and transactions of the Corporation.

ARTICLE 7

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Corporation and the year of its incorporation.

ARTICLE 8

AMENDMENT OF BY-LAWS

These By-Laws or any one or more of the provisions thereof may at any duly constituted annual or special meeting of the Board of Directors, by majority vote of the directors present at such meeting, be amended by changing, altering, suspending, supplementing or repealing the same.

ARTICLE 9

CONSENT IN LIEU OF MEETING

Any other provisions of these By-Laws to the contrary notwithstanding, or any action required or permitted to be taken at any meeting of the Board of Directors or of the Executive Committee or of any other committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board of Directors or of the appropriate committee.

ARTICLE 10

FISCAL YEAR

The fiscal year of the Corporation shall commence on October 1 of each year, subject to change by resolution of the Board of Directors.

Revised 3/02

World Resources Institute Fund

ID#52-1464425