CODE OF BY-LAWS
OF
INTERNODES, INC.
("CORPORATION")

ARTICLE I
PURPOSES

1.1. The purposes of this Corporation as stated in its Articles of Incorporation are charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ("Code"), and to have and to exercise any and all powers, rights, and privileges which a corporation organized under the Indiana Nonprofit Corporation Act of 1991, more particularly described in I.C. 23-17-4-2, as amended from time to time (the "Act"), by law may now or hereafter have or exercise.

1.2. Without limitation of the foregoing, the Corporation is more specifically organized to steward the world's largest forest inventory and terrestrial biodiversity data and coordinate one of the largest expert networks in ecological science to enable the next generation of global research and development on forest ecosystems and the biosphere.

The Corporation develops and maintains foundational data infrastructure integrating standardized field observations, long-term forest inventories, and biodiversity surveys across continents. These assets constitute a critical global public good that supports scientific discovery, environmental governance, and innovation at scales ranging from local landscapes to the entire planet.

Through its international scientific networks, the Corporation connects hundreds of forest scientists, ecologists, foresters, practitioners, and institutions worldwide. These human networks—rooted in field expertise, regional knowledge, and long-term stewardship—are central to advancing ecological understanding and translating science into practice.

The Corporation serves as the umbrella organization for two globally recognized initiatives. The Global Forest Biodiversity Initiative (GFBI), established in 2016, is a worldwide collaboration of more than 400 forest scientists and foresters generating the world's most extensive standardized forest inventory and biodiversity datasets. The Science-i cyberinfrastructure, established in 2023, supports over 600 members from more than 55 countries and provides the data systems, governance frameworks, and analytical environments required to operate these assets at global scale.

Beyond research, the Corporation is committed to enabling real-world impact. The organization develops next-generation tools, methods, and decision-support systems that translate data and science into practical applications including community-led forest conservation and restoration; sustainable forestry and land-use planning; forest carbon monitoring, reporting, and verification; and the design and implementation of high-integrity forest carbon and nature-based finance mechanisms.

The Corporation collaborates closely with national governments, the Food and Agriculture Organization of the United Nations (FAO), multilateral agencies, and leading commercial, nonprofit, academic, and research institutions worldwide, including global technology partners. These partnerships ensure that the Corporation's data, tools, and expertise directly inform policy, investment, and on-the-ground action.

The Corporation's mission is to build the scientific, data, and institutional foundations required to understand, manage, and restore Earth's forests and biosphere—supporting both immediate environmental action on the ground and the long-term research and development needed to steward living systems on Earth and, ultimately, beyond it.

ARTICLE II
BOARD OF DIRECTORS

2.1. AUTHORITY. Except as limited by the Articles of Incorporation or these By-Laws, the Board of Directors has full power and authority to manage, supervise and control the affairs and business of the Corporation. 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, except where otherwise provided by law, the Articles of Incorporation, or these By-Laws.

2.2. NUMBER OF DIRECTORS. The Board of Directors will be composed of not less than three (3) nor more than seven (7) Directors as established by the Board of Directors from time to time; provided however, the Board of Directors shall always consist of an odd number of Directors.

2.3. TERM AND VACANCIES. The Directors shall each be elected or appointed by the Board of Directors. At the first election of the Directors, held after the By-Laws are adopted, one (1) Director will be elected to serve a three (3) year term, one (1) Director will be elected to serve a two (2) year term, and one (1) Director will be elected to serve a one (1) year term. At all elections held thereafter, Directors will be elected to serve a three (3) year term. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors will be filled by a majority vote of the Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his predecessor in office.

2.4. ANNUAL AND REGULAR MEETINGS.

A. Place of Meetings and Notice. The annual meetings of the Board of Directors is at a place to be determined by the Board of Directors. Unless notice is waived, the Secretary shall provide notice of meetings by ordinary United States mail, electronic transmission, or facsimile, post-marked or transmitted at least ten (10) days and not more than sixty (60) days prior to such meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution. Attendance at a meeting in person will constitute waiver of notice.

B. Annual Meetings. A regular annual meeting of the Board of Directors shall be held in February of each year. No formal notices of the annual meeting are required. The purpose of the annual meeting is to elect Directors and Officers and for the transaction of such other business as may come before the meeting.

C. Order of Business. The order of business at any meeting of the Board of Directors shall generally be as follows:

i. Roll Call.

ii. Approval of the Minutes of the preceding meeting.

iii. Reports of Committees.

iv. Reports of Officers.

v. Old and Unfinished Business.

vi. New Business.

vii. Adjournment.

2.5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time by the President or a majority of the Directors. The President or Directors calling the meeting shall provide the Secretary with the time and date of the special meeting. Unless notice is waived, the Secretary shall give written notice of the special meeting to each Director by ordinary United States mail or electronic transmission, postmarked or transmitted not less than ten (10) days prior to such meeting. Such notice must contain the purpose of the special meeting and no business except that specified in the notice may be transacted at such meeting.

2.6. QUORUM. At any meeting of the Board of Directors, a majority of the number of elected Directors is required to constitute a quorum for the transaction of business, provided, that if less than a quorum of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The affirmative vote of a majority of the Directors present is required to pass any measure, unless otherwise provided in these By-Laws or the Articles of Incorporation.

2.7. TELEPHONE OR ELECTRONIC PARTICIPATION. Directors may participate in a meeting by any means of communication by which all Directors participating simultaneously hear each other during the meeting (such as conference telephone or video call). A Director participating in a meeting by such means will be deemed to be present in person at the meeting.

2.8. NO PROXY VOTING. No Director may vote by or through a proxy.

2.9. REMOVAL. Any Director may be removed by a majority vote of the other Directors whenever in their judgment the best interest of this Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

2.10. COMPENSATION. Directors shall not receive compensation for their role as a Director of the Corporation, but nothing herein will be construed as to prevent a Director from receiving compensation from the Corporation for duties other than those as a Director.

ARTICLE III
OFFICERS

3.1. NUMBER. The Corporation will have the following officers: a President, a Secretary, a Treasurer, and such other subordinate officers as may be chosen by the Directors at such time, in such manner, and for such terms as the Directors may prescribe. The Corporation may have one or more Vice Presidents. The offices of President, Secretary and Treasurer may be held by the same person. The offices of President and Vice President may not be held by the same person.

3.2. ELECTION, TERM OF OFFICE, AND QUALIFICATIONS. The Directors shall elect the officers each year at the annual meeting of the Board of Directors. The officers will hold their office until a successor is elected, or until the officer resigns or is removed from office.

3.3. REMOVAL. The Board of Directors may remove any officer at any time, with or without cause, by a majority vote of the Directors at the meeting called for that purpose.

3.4. RESIGNATIONS. Any officer may resign at any time by giving written notice to the Directors, or to the President or Secretary. The resignation will be effective immediately, unless it specifically provides for a later effective date.

3.5. VACANCIES. The Board of Directors shall fill any vacancy in an office by a majority vote of the Directors.

3.6. DUTIES. The duties of the officers will be those that are usually imposed upon such officials of a corporation and those imposed by law, and any specific duties assigned to them by the Board of Directors, which are generally described as follows:

A. President. The President shall serve as the manager of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President shall serve as the Chairman of the Board of Directors. The President has the authority to sign contracts and leases, and the authority to sell and purchase the Corporation's assets, both real and personal, and to sign all documents related thereto.

B. Vice President. In the absence of the President or in the event of his death, inability, or refusal to act, the Vice President (and if more than one Vice-President, in the order designated at their election) shall perform the duties of the President.

C. Secretary. The Secretary shall (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law, including notices of special meetings; (c) be custodian of the Corporation's records specified in these By-laws; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

D. Treasurer. The Treasurer shall (a) be responsible for all funds of the Corporation; (b) verify and pay all accounts payable, collect all accounts receivable, and deposit all funds in the name of the Corporation; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

3.7. OTHER OFFICES. In addition to the offices provided for in this section, the Board of Directors may create and fill other offices at their discretion.

3.8. COMPENSATION. Compensation of all officers of the Corporation will be as determined by a majority vote of the Board of Directors.

ARTICLE IV
COMMITTEES

4.1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees 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 him by law.

4.2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

A. Term of Office. Each member of a committee shall continue as such until the next annual meeting of Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

B. Chairman. One member of each committee shall be appointed Chairman. The Chairman of any committee shall be a member of the Board of Directors.

C. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

4.3. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

4.4. RULES. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE V
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

5.1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, 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. The Board of Directors shall hire and set the salary of all employees of the Corporation which the Board of Directors deems, in its discretion, necessary for the operation of the Corporation.

5.2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

5.3. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

5.4. GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VI
BOOKS AND RECORDS

6.1. RECORDS. The Corporation shall keep as permanent records a record of the following:

A. Minutes of meetings of the Corporation's Board of Directors.

B. A record of actions taken by the Directors without a meeting.

C. A record of actions taken by committees of the Board of Directors.

D. Appropriate accounting records.

E. The Corporation's records in written form or in another form capable of conversion into written form within a reasonable time.

F. The Corporation's Articles of Incorporation or Restated Articles of Incorporation and all amendments to the Articles of Incorporation currently in effect.

G. The Corporation's By-Laws or restated By-laws and all amendments to the By-laws currently in effect.

H. A list of the names and business or home addresses of the Corporation's current Directors and officers.

I. The Corporation's most recent annual report delivered to the Secretary of State.

6.2. INSPECTION. All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time.

6.3. PRINCIPAL OFFICE. The Corporation's principal office is the address so designated in the Indiana Business Entity Report filed in the Office of the Indiana Secretary of State. The Board of Directors shall establish the principal office of the Corporation.

ARTICLE VII
FISCAL YEAR

7.1. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VIII
WAIVER OF NOTICE

8.1. Whenever any notice whatever is required to be given under the provisions of the Act, or under the provisions of the Articles of Incorporation or the By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

9.1. The Board of Directors, by a majority vote, has the power to amend or restate the Articles of Incorporation and the By-Laws of the Corporation. Any such proposed amendments or restatements must be presented to the entire Board of Directors in writing not less than three (3) days prior to the Board meeting called for such purpose. Such amendments or restatements must be in writing and will be appropriately noted in the records of the Corporation.

Adopted: ___Feb 2026_____