



BYLAWS OF:

The “Western Canada Sustainable Forestry Initiative Implementation Committee”

ARTICLE I

NAME

Western Canada Sustainable Forestry Initiative Implementation Committee, (WC SIC)

ARTICLE II

INTRODUCTION

Sustainable Forestry Initiative (SFI) program participants established state SFI Implementation Committees (SICs) in 1995 and the first provincial SIC in 2001. Since 1998, SIC activities have been defined and governed by a Memorandum of Understanding (MOU) and a Service Mark Licensing Agreement. In 2002-2003, SFI program participants conducted an extensive year-long review of SFI Implementation Committees, culminating in a consensus governance document re-affirming the MOU and supplemented it with more specific guidance for SICs.

On January 1, 2007 the Sustainable Forestry Initiative program became a fully independent forest certification program. All aspects of the SFI program are owned and managed by the Sustainable Forestry Initiative, Inc. (SFI Inc.), a non-profit organization based in Washington, DC and governed by a multi-stakeholder Board of Directors.

As a requirement of the SFI program, states or provinces must develop structured committees to deal with local and regional issues. The SFI Implementation Committees (SICs) provide a diverse, grassroots network in implementing and supporting the SFI program. Forestry associations often sponsor SICs, which have been formally established in 31 States and 6 Canadian provinces. The first SIC in Canada was initiated in British Columbia in 2001 and was known as the British Columbia Sustainable Forestry Initiative Implementation Committee (BC SIC). In October of 2007, the BC SIC partnered with Alberta to form the Western Canada Sustainable Forestry Initiative Implementation Committee (WCSIC). In April of 2010, the members of the WCSIC agreed to partner with Saskatchewan as an addition to the WCSIC.

PURPOSE

Overall SIC Mission – Effectively facilitate or manage at a state or provincial level the programs and alliances, which support the growth of the SFI, program including sustainable forest management.

The WC SIC works at the local level to promote the SFI Standard as a means to broaden the practice of sustainable forestry and ensure on-the-ground progress. SFI program participants provide leadership and

invite a wide range of stakeholders to contribute --- private landowners, independent loggers, consultants, government land managers, legislators, university scientists, and conservationists. These resource professionals volunteer a significant amount of time to assure that national SFI program objectives are consistently implemented and adapted to region-specific needs. Key activities focus on education & training, quality control, communications, and reporting.

WC SIC ACTIVITIES AND RESPONSIBILITIES

WC SIC activities are guided by a Memorandum of Understanding with the Sustainable Forestry Initiative, Inc. (SFI Inc.) and the SFI Implementation Committee Governance document. The core mission of the SIC is outlined as follows:

- A. Establish criteria and identify delivery mechanisms for logger and forester training to define what it means to be “SFI trained”.
- B. Establish protocols for addressing inconsistent practices
- C. Focus landowner outreach efforts on education and technical assistance
- D. Focus public outreach efforts on increasing SFI program recognition and support with local opinion leaders and forestry professionals.
- E. Submit the SIC Annual Progress Report to SFI Inc.
- F. Protect the integrity of the SFI program by: a) ensuring proper SIC service mark usage, b) alerting SFI Inc. when improper communication or misleading claims are observed, and c) avoiding the appearance of participation of compliance by non-SFI program participants.

ARTICLE III

MEMBERS

1. MEMBERSHIP

The WC SIC shall have on class of members: SFI participants, others are in advisory capacity. The qualifications and eligibility for membership shall be opened to members of SFI Inc. and SFI Licensees. For the purpose of voting each participant, company or organization should appoint one person.

2. DUES

By a majority vote the membership shall prescribe the amount and manner of imposing and collecting any initiation or other fees, and any dues, assessments.

SFI program participants should determine SIC dues, budgets, and funding consistent with national SFI program priorities and trends.

SFI program participants should define “support” expectations for SIC members. “Support” may not necessarily be financial and can include in-kind support.

Budgets and funding should be project specific, with all projects incorporating SFI-specific elements and SFI program recognition.

3. MEMBERSHIP MEETINGS

- a) Time

An annual meeting shall be held within thirteen months from the date of each prior annual meeting. A special meeting shall be held on the date fixed by the Chair except when the general laws of the Provinces of British Columbia and Alberta confer the right to call a special meeting.

b) Place

Annual and special meetings shall be held at such place, within or outside the Provinces of British Columbia and Alberta, as the Chair may, from time to time, fix. Each annual or special meeting may be conducted by conference call or communication or by means of electronic communication.

c) Call

Annual meetings will be called by the SIC Chair.

d) Notice of actual or constructive waiver of notice

Written or printed notice must be provided to each member stating the place, day, and hour of each meeting and, in the case of a special meeting, the purpose or purposes for which such meeting is called, and shall be delivered not less than ten days and not more than ninety days before the date of such meeting, either personally, by mail or e-mail by the SIC Chairs.

If mailed, such notices shall be deemed delivered when deposited in the mail addressed to the member at his address as it appears on the records of the WC SIC, with postage thereon prepaid.

The notice of any annual or special meeting shall include, or be accompanied by; any additional Statements or information prescribed by the general laws of the Provinces of British Columbia and Alberta.

e) Conduct of meeting

Meetings of the members shall be presided over by one of the Chair, Vice-Chair or an acting Chairman chosen by the members present.

Any communication or other dealings related to the operation of the WC SIC must comply with Canadian regulatory requirements under the Competition Act, as well as conform to the SFI Inc. Policy Statement on Compliance with Antitrust Laws (Appendix I).

f) Proxy representation – voting by mail

There shall be no voting by proxy except that specific matters may be voted by proxy provided that the SIC Chair have determined that such matters may be voted by proxy prior to such vote and further provided that the proxy is in written form and sets forth the specific issues and positions that may be voted by proxy. Voting on all matters, including the election of the Chair or Vice-Chair, may be conducted by mail. Voting on all matters may be conducted by conference call or other electronic communication.

g) Quorum

The members entitled to cast a one-third of the total number of votes entitled to be cast thereat shall constitute a quorum at a meeting of members for the transaction of any business. If a meeting cannot be organized because a quorum has not been attended, those present may

adjourn the meeting from time to time until a quorum is present, whereupon any business may be transacted that may have been transacted at the meeting as originally called.

h) Voting

Each participant company/organization shall entitle the holder thereof to one vote in all matters, which are required to be submitted to the membership, including the election or appointment of the Chair and Vice-Chair of the WC SIC. In the election or appointment of the Chair and Vice-Chair, a plurality of the votes cast at a meeting at which a quorum is present shall elect such Chair or Vice-Chair. Except as may otherwise be provided by the general laws of the Provinces of British Columbia and Alberta, the Articles of the WC SIC, or these Bylaws, the affirmative vote of a majority of the votes entitled to be cast by the members at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members; provided that the members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than quorum.

i) Written action

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all of the members.

ARTICLE IV

GOVERNING BODY

1. FUNCTIONS AND DEFINITIONS.

The affairs of the WC SIC shall be managed by the SIC Chair and guided by the wishes of the membership. The Vice-Chair will assume the role of Chair in his/her absence.

2. QUALIFICATIONS AND MEMBER.

Each Chair and Vice Chair shall be a natural person being at least eighteen. The Chair and Vice-Chair shall be a member of the WC SIC during his or her term. SFI program participants must serve as Vice-Chair and Chair.

3. ELECTION AND TERM.

The initial Chair and Vice-Chair shall hold office from the date of the filing the Articles of the WC SIC until his/her successors have been elected and qualified, but no later than twenty-four months from the date of the filing of the Articles of the WC SIC. Thereafter the Vice-Chair position shall be elected on an annual basis with the preceding Vice-Chair assuming the role of the Chair position for a period of one year, except to the extent permitted under the Bylaws or British Columbia/Alberta law.

4. REMOVAL OF CHAIR OR VICE-CHAIR.

Any or all of the Chair or Vice-Chair may be removed, with or without cause, at a meeting expressly called for that purpose, by a vote of the members, which would suffice for the election of Chair or Vice-Chair. At the same meeting, or any adjourned meeting, the members may, by a plurality of votes cast at any such duly organized meeting, fill the vacancy of vacancies resulting from any such removal.

ARTICLE V

OFFICERS

The SIC Chair and Vice Chair will serve as officers of the WC SIC.

Officers shall be SFI program participants and have the powers and duties defined in the resolution or the instrument electing, appointing, or choosing them, as the case may be. The membership may remove any officer whenever in its judgment the best interests of the WC SIC will be served thereby.

ARTICLE VI

BOOKS AND RECORDS – REGISTERED OFFICE AND AGENT

The WC SIC shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of membership meetings and shall keep at its registered office or principal office in the Provinces of British Columbia, Alberta and Saskatchewan a record of the names and addresses of all members. The address of the initial registered office of the WC SIC and the name of the initial registered agent of the WC SIC will be the offices of the WC SIC Officers.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the WC SIC shall be January to December.

ARTICLE IX

CONTROL OVER BYLAWS

The initial Chair and Vice-Chair at their organizational meeting shall adopt the initial Bylaws. Thereafter, the power to amend or repeal the Bylaws and to adopt new Bylaws shall be vested with the SIC Chair.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of the Western Canada Sustainable Forestry Initiative Implementation Committee as in effect on the date hereof.

WITNESS: _____ DATED: _____

CHAIR: _____

VICE-CHAIR: _____

APPENDIX I

SFI Inc. POLICY STATEMENT ON COMPLIANCE WITH ANTITRUST LAWS

Antitrust Statement for SFI Inc. Committee Meetings

The SFI Board of Directors includes representatives of companies that compete with each other, and SFI Program Participants compete with other SFI Program Participants. SFI Inc.'s actions can affect that competition. Therefore, the antitrust laws apply to SFI Inc.'s decisions and actions. It is SFI Inc.'s policy to comply fully with the antitrust laws.

SFI acts through its Board of Directors. All proposed actions of the Board of Directors are reviewed by antitrust counsel before the Board acts. SFI Inc.'s Committees, including the SFI Implementation Committees, support the Board by gathering information and making policy recommendations to the Board. Committee recommendations will be reviewed by antitrust counsel before they are submitted to the Board.

Agendas for committee meetings and the materials circulated should be approved by antitrust counsel and are appropriate information to discuss and review during a meeting. Antitrust risks can arise when the Committee's discussions depart from the agenda. Antitrust risks can be minimized by sticking to the agenda.

SFI Inc. meetings and associated social events should not be occasions for discussion of business issues unrelated to SFI Inc. Confidential and proprietary business information should not be discussed at SFI Inc. meetings. This means there should be no discussion of, or exchange of confidential information about:

- Individual company prices, price changes, discounts, allowances, credit terms, etc.;
- Individual company data on costs, production, capacity, inventories, sales, etc.;
- Industry pricing policies, price levels, or price changes;
- Changes in industry production, demand, capacity or inventories;
- Company bids on contracts for particular products, or company procedures for responding to bid invitations; or
- Any other competitively sensitive information.

If you believe the discussion during a meeting has crossed the line into prohibited territory, your responsibility is to bring it to the attention of the chair. Please do not hesitate to raise such questions.

APPENDIX II

Version 3.0
Addressing Allegations of SFI Program Non-Conformance
(Inconsistent Practices)

Notes:

- Legitimate complaints must be related to an alleged non-conformance to SFI standard objective and or Indicator.
- Complaints may be registered in writing with either SFI Inc. or SFI certified participant; complaint can also go directly to certifier.
- Goals: initial communication back to complainant within 30 days. Follow up as required to provide information on how complaint has been addressed. Assure confidentiality for participants and for complainants who request it.
- “Addressed” means to the satisfaction of the SIC and on-the-ground professionals that the standards have been met, not necessarily to the satisfaction of the complainant.
- “Resolved” means satisfaction that issue(s) of non-conformance identified through earlier investigation have been satisfactorily dealt with.

PROCESS

Step 1 - Formal complaints specific to non-conformance with the SFI standard referred to SIC are directed to affected participant. Participant asked to address with complainant using external experts as required. An investigation report is to be sent back to SIC. All complaints will be responded to and recorded. At the option of the affected participant, the complaint may be taken directly to their certifier to initiate their dispute resolution process (Step 3). In this event, the SIC will notify the complainant of the decision. No further action would be required of the SIC other than to record that a complaint was filed in the Annual Report to SFI Inc.

Step 2 – If the SIC is not satisfied with the response or considers the complaint and the resulting investigation to indicate a non-conformance relative to the SFI standard, the complaint and investigation work is referred to SFI SIC Manager. Determination to refer matter to SFI SIC manager is based on review and recommendation of WC SIC complaint task force, which will be comprised of three 3rd party certified WC SIC reps.

Step 3 - SFI SIC Manager asks certifier to initiate dispute resolution process.

Step 4 - if Step 3 is not successful SFI Inc. refers matter to American National Standards Institute (ANSI); appropriate action taken.

Possible actions: no action necessary, field visit by expert panel organized in consultation with SFI Inc., membership/license suspension or termination, certification suspended or terminated.