BY-LAWS

of

INSTITUTO DE COMPETITIVIDAD Y SOSTENIBILIDAD ECONOMICA DE PUERTO RICO

ARTICLE I

Introduction

The name of this corporation is Instituto de Competitividad y Sostenibilidad Económica de Puerto Rico (ICSEPR), which is incorporated as a nonprofit corporation under the laws of the Commonwealth of Puerto Rico. The Board of Directors agrees to conduct its affairs and programs in compliance with the strategic plans, policies, procedures, Articles of Incorporation and Bylaws of the corporation.

ARTICLE II

Purpose

The purpose of the corporation is to conduct activities that are exclusively educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of the United States and its Puerto Rico counterpart. Without limiting the generality of the foregoing, one of the principal purposes of the corporation is to participate in activities and alliances that foster the socio-economic wellbeing of the Island of Puerto Rico, by educating people and organizations towards the development of competitive and sustainable economic development. It is a goal of the corporation to gather, study, analyze, research, prepare reports and publish information related to the issues of local economic competitiveness and sustainability in order to educate the population. As part of the strategies to achieve said goals, the corporation may make alliances or enter collaboration agreements with other non profit and/or government entities, with the purpose of conducting expert studies, contracting consulting work, and data gathering, as well as data analysis and other support or “think-tank” type activities.
The Corporation shall have all powers necessary and convenient to carry out any transactions for the furtherance of the above mentioned purposes including, but not limited to:

(a) To receive and administer funds for the purposes and goals of the corporation stated above, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these the Bylaws, or any laws applicable thereto.

(b) In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of Puerto Rico for the purpose of accomplishing any of the purposes of the Corporation.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of these Bylaws, this organization shall not carry on any activities nor permitted to be carried on by an organization exempt from Puerto Rico (local) or Federal income tax under the Puerto Rico Internal Revenue Code and/or section 501 c (3) of the Internal Revenue Code of the United States.

ARTICLE III

Distribution of Earnings

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustees,
directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set out, in furtherance of the tax exemption laws applicable. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE IV

Members

Membership shall consist of only the members of the board of directors. The Board of Directors may establish, in the future, any other membership regulations by an amendment to this Bylaws.

ARTICLE V

Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board shall manage, supervise and control the affairs of the corporation, consistent with the strategic plan, policies and procedures established in these Bylaws and the Articles of Incorporation. The Directors shall also act as officers of the corporation.

Section 2. Composition. The ICSEPR Board of Directors shall consist of not less than three (3), no more than five (5) individuals, who shall be elected by the members. The number of board members shall be fixed and or changed from time to time by resolution of the Board of Directors, but shall never be less than three. Each director shall hold office until his or her successor shall be duly elected and qualified, or until his or her death, resignation or removal.
Section 3. Regular Meetings. The Board of Directors shall meet at least once a year on such dates and such times and places as the Board of Directors determines. Additional meetings may be held as determined by the Board. Written notice of the meetings of the Board shall be given to the Directors at least seven (7) days prior to the meeting. Email and fax written notifications are considered "written notice". Directors may participate and vote in a Board meeting by telephone conference call.

Section 4. Quorum. A majority of the members of the Board shall constitute quorum for transactions of business at any Board meeting.

Section 5. Term of Office. The initial members of the Board of Directors shall be designated in the Articles of Incorporation. Said directors shall serve for a year.

Section 6. Removal of Directors. Any director may be removed, with cause, at any time, by the affirmative vote of the majority of the Board members of the Corporation, at a special meeting of the Board called and held for the purpose.

Section 7. Vacancies. Any vacancy or vacancies in the Board of Board of Directors resulting from death, resignation, removal, an increase in the authorized number of directors, or any other cause, may be filled by a majority vote of the remaining directors, and each director so elected shall hold office until his or her successor shall be duly elected and qualified, or until his or her death, resignation or removal.

Section 8. Compensation. No compensation shall be paid to any member for attendance at meetings of the Board of Directors, any committee thereof, or for any other service rendered to the Corporation.

Section 9. Action Without a Meeting. Unless otherwise restricted by the laws of the Commonwealth of Puerto Rico or any provision of the Certificate of Incorporation of the Corporation
or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be. Each such written consent shall be filed with the minutes of proceedings of the Board of Trustees or such committee.

ARTICLE VI

Committees

The Board shall create any committees as it deems necessary to fulfill the goals and purpose of the corporation by Resolution of the Board of Directors that shall be filed with the minutes of the corporation.

ARTICLE VII

Officers

As stated in Article V, the Directors shall act as officers of the corporation, until such time that the Board of Directors establishes otherwise by an amendment to these Bylaws. All officers must be members of the Board of Directors and shall serve without compensation.

ARTICLE VIII

Contracts

Contracts. Except as otherwise provided by law, these By-laws or resolutions of the Board of Directors, any contract or other instrument shall be valid and binding on the Corporation if executed and delivered in its name and on its behalf by the President or in his or her absence or disability by any Vice
President. The Board of Directors may, however, authorize any other officer or officers or other agent or agents 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.

ARTICLE IX

No Private Benefit

Section 1. Limitations. The Corporation shall use its funds only to accomplish the objectives and purposes specified by these Bylaws, and no part of the net earnings, gains or assets of the corporation shall inure to the benefit of, or the distribution to, its directors, officers, other private individuals, or organizations operating for profit, except that the corporation is authorized and empowered to pay reasonable fees for products and services consistent with the limitations set forth in policies, procedures, or the Bylaws of the products and services consistent with the limitations set forth in policies, procedures or Bylaws of the corporation.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which are tax exempt entities under the Puerto Rico Internal Revenue Code and/or section 501 c(3) of the Internal Revenue Code of the United States, with similar goals to the one of the ICSEPR.

ARTICLE X

Fiscal Year

The fiscal year of the Corporation shall be from July to June unless otherwise determined by the Board of Directors.

ARTICLE XI
Conflict of Interest

Section 1. Definition- A conflict of interest occurs when any person who serves the corporation, be it as Director or Officer, or as an Executioner, allows for his or her personal interest and or wishes to profit, unduly to bring an outcome that is counterproductive to the best interest of the corporation.

Section 2. General Guidelines-

1. No member of the Board of Directors may participate, or in any way attempt to influence, the decision making process of the corporation for the purpose of advancing their own personal or business gain, or that of any familiar member, or that of any organization in which he/she, or his/her relatives, may be directly involved.
2. No family member of any Director shall be employed by the corporation or its committees.
3. Volunteers are not allowed to collect for any service they render to the corporation.
4. All members of the Board shall sign their accord with the Conflict of Interest Policy, which is stated in these bylaws and in a separate “Conflict of Interest Policy” document.
5. All members of the Board must bring to the Board or to the “Executive Committee” (after an Executive Committee has been established) any situation where he/she considers that another member of the corporation has failed to observe the Conflict of Interest Policy. It is the responsibility of the member concerned to immediately denounce his/her knowledge of the situation. Should there be any conflict of interest; a detailed account of it must be recorded on the Board’s Minutes.
6. If a conflict of interest is ever denounced, the person incriminated must abstain from voting in any deliberating procedure regarding his/her participation in a conflict of interest activity or conduct.
7. Once the evidence presented proves that a Conflict of Interest has occurred, the Board of Directors will take action upon the person so found in conflict. Action taken may range from admonition to removal from position, depending on the Board’s judgment.
8. Full disclosure: All members of the Board of Directors and all officers shall fully disclose any and all circumstances that could be considered a conflict of interest in accordance to the conflict of interest Policy.
9. The Board of Directors shall have three (3) days to make a decision regarding conflicts of interest, after complying with procedures established in these Bylaws and the Conflict of Interest Policy.

10. Any discrepancy between these Bylaws and the Conflict of Interest Policy shall be resolved applying the most restrictive and conservative regulation, procedure or action.

ARTICLE XII
Amendment of Bylaws

These Bylaws may be amended at any meeting of the Board by a 2/3rd vote of the Board. Any meeting held to amend these Bylaws shall be notified in writing at least fifteen (15) days in advance.

ARTICLE XIII

Seal

The corporate seal of the Corporation, adopted by the Board of Directors, shall include the name of the Corporation, the year of its incorporation (2015) and the jurisdiction in which it is incorporated (Puerto Rico).

Article XIV
Effective Date

These are the By Laws of the Corporation, as approved by Resolution of the Board of Directors on October 22, 2015 in San Juan Puerto Rico,

[Signature]

Waleska Rivera
Secretary of the Board of Directors