

By-Laws of the Center of Investigation and Public Policy (CIPP)

Article 1: Name and Office

Section 1.1 The Name:

The name is The Center of Investigation and Public Policy (CIPP).

Section 1.2 Corporate Offices:

The principal office of the CIPP shall be located within San Juan, Puerto Rico.

Article 2: The Mission and Vision Statements

Section 2.1 Mission Statement:

Promote government transparency by becoming an authoritative source for public policy analysis on the issues facing Puerto Rico

Section 2.2: Vision Statement:

Create public policy analysis that is balanced in its perspectives, responsive to current issues, and accessible to the broader public.

Article 3: Purposes

Section 3.1 Purpose:

CIPP was founded to empower the Puerto Rican public, facilitating a more transparent and responsive government. We seek to provide citizens with information and analysis that allow them to judge the effectiveness of our elected officials and public policies. The center collects data and conducts research and analysis to help inform public debates over an array of public policy issues in Puerto Rico. The center examines the potential social and economic impact of policies proposed by the Puerto Rican government - providing a non-partisan perspective of critical public policy issue.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3.2 No Private Inurement:

No part of the net earnings of the CIPP shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the CIPP shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this clause.

Section 3.3 No Political Activities:

The CIPP shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this document, the CIPP shall not carry on any other activities not permitted to be carried on by a CIPP exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

Section 3.4 The Dedication of Assets:

The CIPP shall be operated in compliance with the Puerto Rico Not-for-Profit Corporation Act solely and exclusively for charitable purposes to be designated by the Board of Directors, or if the Board makes no designation and upon paying or making provisions for the payment of all liabilities, dispose of all assets of

By-Laws of the Center of Investigation and Public Policy (CIPP)

the organization in such manner, or to such organization organized and operated exclusively for charitable, education or Public Policy purposes (or the funds shall go to the name of a not-for-profit organization with the provision that they be used for the development and diffusion of the highest quality of Puerto Rican Public Policy Analysis).

Section 3.5 Dissolution:

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article 4: Board of Directors

Section 4.1 General Powers:

The business and affairs of the CIPP shall be conducted under the direction of, and the control and disposal of the CIPP's properties and funds shall be vested in, its Board of Directors, except as otherwise provided in the Nonprofit Corporation Law of Puerto Rico, the CIPP's Articles of Incorporation, or these Bylaws.

Section 4.2 Number, Election and Term of Board Directors:

The Board of Directors shall not consist less than eight (8) and not more than fifteen (15) members. Board Members shall be elected annually and hold office for two (2) years or until his or her earlier death, resignation or removal. Upon completion of his/her term, the Board Member will be subject to reelection by the Board of Directors.

Section 4.3 Vacancy:

Any Board Member may resign at any time by giving written notice to the Chair or Secretary of the CIPP Board. Such resignation shall take effect at the time specified therein, and, if not specified therein, it shall take effect upon receipt, and the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors for any reason may be filled by the affirmative vote of the majority of the remaining Board Members then in office. A Board Member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor and until his or her successor is elected or until his or her earlier death, resignation, or removal.

Section 4.4 Removal:

The Board of Directors may remove any Board Member whenever it finds that the best interests of the organization would be served thereby. Reasons for removal can include and are not limited to:

1. Board Member fails to contribute to the organization without reasonable cause;
2. Board Member has received two leaves of absences within a rolling 12 months period;
3. Board Member actions breach the confidentiality and integrity of the organization;
4. Board Member fails to attend Board Meetings without reasonable cause.

Removal shall be by a 2/3 majority vote at any regular or special meeting of the Board. A Board Member subject to removal by a special meeting shall be notified of the proposal not less than twenty (20) days prior to the special meeting. Reasonable cause may constitute conditions such as illness or work conflict.

Section 4.5 Compensation:

Board Members shall not receive compensation for their services as such, although the reasonable expenses of Board Members for attendance at Board of Directors meetings may be paid or reimbursed by the CIPP.

Section 4.6 Confidential Obligations:

By-Laws of the Center of Investigation and Public Policy (CIPP)

Board Members agree to keep all Confidential Information absolutely confidential and protect its release from the public. The Board Members agrees not to divulge, reveal, report or use, for any purpose, any of the Confidential Information which the Board Members have obtained or which was disclosed to the Board Members as a result of the Board Members' participation during regular scheduled meetings and/or Executive Committee meetings. The obligations to ensure and protect the confidentiality of the Confidential Information imposed on the Board Members will survive the separation or removal, as the case may be, and will continue for a period of five (5) years from the date of such separation or removal.

Section 4.7 Avoiding Conflicts of Opportunities;

Each Board Member shall not:

- solely or jointly with others undertake or join any planning for or organization of any business activity counter productive or that competes with the current or anticipated business activities of the CIPP; and
- directly or indirectly, engage or participate in any other activity that will negatively impact the CIPP .

Article 5: Meetings

Section 5.1 Regular and Special Meetings:

The Board of Directors shall meet quarterly at a time and place to be announced in writing to all Board members. Special meetings of the Board may be called by the Chair, the Executive Committee, or any Board members provided that written notice of the time, place, date, and purpose of the meeting shall be given to all members at least 72 hours in advance of the meeting. The annual Meeting of the Board shall be in the month of September. A quorum shall be 50% of the voting members of the Board.

Section 5.2 Manner of Acting, Quorum and Voting:

A majority of the Board Members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each Board Member shall be entitled to one (1) vote and the vote of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is specifically required by these Bylaws or by state law. A Board Member may not vote or act by proxy at any meeting of the Board of Directors.

Section 5.3 Notice and Waiver:

A written notice stating the time, place and purpose(s) of a meeting shall be served upon each Board Member no less than seventy-two (72) hours prior to the meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a Board Member participates in a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Notice shall be given by regular mail, facsimile, electronic mail, or hand delivery.

Section 5.4 Meetings by Telephone or Teleconference:

Members of the Board of Directors or any Committee may participate in a meeting of the Board or Committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 5.5 Attendance to Meetings:

Board members are expected to attend all meetings and Special E. Members that cannot attend regular scheduled meetings and / or Special Events are required to inform the Chair or Secretary of the Board of

By-Laws of the Center of Investigation and Public Policy (CIPP)

Director of the reasons for absence in advance. Any member that misses two consecutive meetings may be requested to step down.

Section 5.7 Attendance to Committee Meetings:

Committee members are expected to attend all meetings. Members that cannot attend regular scheduled meetings are required to inform the Committee Chairperson of the reasons for absence.

Section 5.8 Action Without a Meeting:

Any action required or permitted to be taken at a meeting of the Board Members or any Committee thereof may be taken without a meeting if there is consent in writing, setting forth the action so taken or to be taken, and is signed by all of the Board Members or Committee members entitled to vote upon such action at a meeting. Such consent shall have the same force and effect as a unanimous vote of the Board Members or Committee members.

Section 5.9 Rules of Order:

Roberts Rules of Order (revised) shall apply to the conduct of meetings of this organization except as otherwise provided in these by-laws.

Article 6: Officers

Section 6.1 Number and Qualifications:

The Officers of the CIPP shall consist of a Chair, Vice-Chair, Treasurer, and Secretary. One person may hold more than one office at a time only in the event of an unexpected resignation or temporary incapacitation of the office holder, except that no person may simultaneously hold the offices of Chair and Secretary.

Section 6.2 Election and Term:

The Officers of the CIPP shall be elected, for a term commencing on election, by the CIPP's Board Members at the annual meeting of the Board of Directors. Each Officer shall hold office for term of two (2) year or until his or her earlier death, resignation, or removal. Officers may be re-elected; however, an officer cannot be re-elected to the same position for more than two consecutive terms; unless the Board of Directors agrees to a third term with a 2/3 majority vote at any regular or special meeting of the Board.

Section 6.3 Vacancy:

Any Officer may resign at any time by giving written notice to the Chair or Secretary. An Officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by action of the Board of Directors.

Section 6.4 Removal:

The Board may remove any Officer whenever it finds that the best interests of the organization would be served thereby. Removal shall be by a two-third (2/3) majority vote at any regular or special meeting of the Board.

Section 6.5 Chair:

The Chair shall preside at all meetings of the Board of Directors, shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 6.6 Vice-Chair:

By-Laws of the Center of Investigation and Public Policy (CIPP)

The Vice-Chair shall act under the direction of the Chair and in his or her absence or disability shall perform the duties and exercise the powers of the Chair. The Vice-Chair shall perform such other duties and have such other powers as the Chair of the Board of Directors may prescribe from time to time.

Section 6.7 Treasurer:

The Treasurer shall have the general powers and duties usually vest in the office of Treasurer of a Corporation and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Board of Directors or the Chair, including the powers and duties of maintain the financial records of the organization.

Section 6.7 Secretary:

The Secretary shall have the general powers and duties usually vested in the office of Secretary of a Corporation and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Board of Directors or the Chair, including the powers and duties to (1) be custodian of all records, documents, and the seal of the CIPP; (2) keep the minutes of the Board of Directors' meetings and all committee meetings of the CIPP to be recorded in one or more books provided for that purpose, with the time and place of the holding of such meetings, how they were called or authorized, the notice given thereof, the names of those present, and the proceedings thereof indicated in the record; and (3) provide that proper notices are given in accordance with the provision of these Bylaws.

Article 7: Fees and Dues

Each Board Member shall make an annual contribution to the organization. All fees, dues, and quotas when applied will be determined by the Board of Directors and will be due at the annual meeting.

Article 8: Committees

Section 8.1 Designation of Committees:

The Board of Directors may designate one or more standing or special Committees to direct the business of the CIPP. Each Committee may exercise the authority granted to it by the Board's enabling resolution. The majority of membership of each Committee shall comprise of Directors, and all Committee members shall serve at the pleasure of the Board. However, committees appointed by the Board or otherwise authorized by the Bylaws relating to election, nomination, qualification or credentials of Directors or other Committees involved in the process of electing Directors may be composed entirely by Directors.

Section 8.2 Limitations on Committee Powers:

No Committee shall have the authority of the Board of Directors to amend, alter, or repeal these Bylaws; to elect, appoint, or remove any member of any such Committee or any Officer or Director of the CIPP; to amend the Articles of Incorporation; to adopt a plan of merger or adopt a plan of consolidation with another CIPP; to authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the CIPP; to authorize the voluntary dissolution of the CIPP; to adopt a plan for the distribution of the CIPP's assets; to amend, alter, or repeal any Board resolution; or to take any action that may otherwise be prohibited by law. (Reflects current IL law)

Section 8.3 Committee Chair:

The Chair, with the approval of the Board of Directors, shall appoint all Committee Chairs. The committee chairs shall be members of the CIPP's Board of Directors. With just cause, a Committee Chair may be asked to step down. However; such request must be secured with a two-third (2/3) majority vote at any regular or special meeting of the Board.

By-Laws of the Center of Investigation and Public Policy (CIPP)

Article 9: Operational Staff

Section 9.1 Executive Director:

The Executive Director of the CIPP, subject to the supervision of the Board of Directors and the Chair of the CIPP, shall have general responsibility for the activities of the CIPP, including the hiring and firing of all other employees of the CIPP, and shall be empowered to sign and execute in the name of the CIPP such documents as are appropriate to the carrying out of such responsibility. He or she shall in addition undertake such specific responsibilities as may be assigned to him by the Board of Directors or the Chair.

Section 9.2 Performance Evaluation of the Executive Director:

An annual performance evaluation will be conducted by the Executive Committee of the Board of Directors. After the conclusion of the evaluation, the results are to be reviewed with the Board of Directors. Based on the recommendation of the Executive Committee, the Board of Directors will approve or disapprove the results of the evaluation during the next regular Board meeting. The performance evaluation shall be used to offer administrative guidance and to determine whether to retain or dismiss the Executive Director.

Section 9.3 Unsatisfactory Performance or Catastrophic Event:

In the event that the Executive Director becomes unable to satisfactorily perform the functions of his /her office or in the event of a catastrophic event such as death or illness due to physical or mental disability, the Board will initiate an immediate search for a replacement.

Section 9.4 Voluntary Resignation:

In the event of a resignation, the Executive Director shall provide the Board of Directors with advance notice consisting of 60 calendar days in order for the Board of Directors to search for a suitable replacement.

Article 10: Indemnification

Section 10 .1 Indemnifications:

To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and agents, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorneys' fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, including an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation acting in good faith for a purpose which he or she reasonably believed to be in the best interests of the CIPP.

No indemnification shall be made under this Bylaw if a judgment or other final adjudication adverse to such person establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other non-adjudicated position of any threatened or pending action or proceeding unless the Corporation has given its consent to such settlement or disposition.

The CIPP shall advance or promptly reimburse, upon request of any person entitled to indemnification hereunder, all expenses, including attorneys' fees actually and reasonably incurred in defending any action or proceeding in advance of the final disposition thereof, upon receipt of a written undertaking by or on behalf of such person to repay such amount if such person is ultimately not found to be entitled to

By-Laws of the Center of Investigation and Public Policy (CIPP)

indemnification, or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled.

Section 10.2 Insurance:

The CIPP shall have the power to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

Article 11: Conflict of Interest

Section 11.1 Conflict Defined:

A conflict of interest may exist when the interests or activities of any Board Member, Officer, or Staff Member may be seen as competing with the interests or activities of the CIPP; or the Board Member, Officer, or Staff Member derives a financial or other material gain as a result of the direct or indirect relationship.

Section 11.2 Disclosure Required:

Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a Director or an Officer of the CIPP; or to the Chair, or to such person(s) as he or she may designate, if the person is not a Board Member or Officer of the CIPP.

Section 11.3 Abstinance from Voting:

When any conflict of interest relates to a matter requiring action by the Board of Directors, the interested person shall disclose it to the Board or its appropriate Committee and such person shall not vote on the matter. However, the person may be counted in determining whether a quorum is present at the meeting. The transaction must be approved by a majority of disinterested Directors, even though the disinterested directors are less than a quorum.

Article 12: Operations

Section 12.1 Fiscal Year:

The fiscal year of the CIPP shall be July 1st through June 30th, inclusive.

Section 12.2 Books and Minutes:

The CIPP shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board of Directors and Committees.

Section 12.3 Conveyances and Encumbrances:

Property of the CIPP may be assigned, conveyed, or encumbered by such Officers of the CIPP as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease, or other deposition of all or substantially all of the property and assets of the CIPP shall be authorized only in the manner prescribed by the applicable law.

Section 12.4 Designated Contributions:

The Officers of the CIPP may accept on its behalf, in accordance with policies and procedures set by the Board of Directors, any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the CIPP's Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses. Further, the CIPP shall retain sufficient

By-Laws of the Center of Investigation and Public Policy (CIPP)

control over all donated funds to assure that such funds will be used in a manner consistent with the restrictions contained in the grant and the CIPP's exempt purposes.

Section 12.5 Loans to Directors and Officers Prohibited:

No loans or advances, other than customary travel advances, shall be made by the CIPP to any of its Directors or Officers.

Section 12.6 Loans:

No loans shall be contracted on behalf of the CIPP and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 12.8 Contracts:

The Board of Directors may authorize any officer(s) or agent(s) of the CIPP to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CIPP and such authority may be general or confined to specific instances.

Section 12.9 Severability:

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

Article 13: Waiver of Notice

Section 13.1 Waiver of Notice:

Whenever any provision is required to be given under the provisions of the General Not for Profit Corporation Act of Puerto Rico, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 14: Amendment

Section 14.1 Amendment:

These Bylaws may be amended, repealed, or modified, and new Bylaws adopted, by an affirmative vote of a two-third (2/3) majority of the Board of Directors. The Board of Directors must be notified at least fourteen (14) days in advance of any meeting in which the alteration, amendment or repeal of these Bylaws shall be discussed. Any notice of a meeting at which these Bylaws are to be amended, repealed, or modified shall include notice of such proposed action. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director participates in a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

By-Laws of the Center of Investigation and Public Policy (CIPP)

Certification

It is hereby certified that these By-laws were actualized, upon motion duly made and seconded, by a unanimous vote of the members of the Board of Directors of The Centro for Investigation and Public Policy present during the meeting held in San Juan, Puerto Rico on 8 May 2015.

Attest:



Chair, Board of Directors

Date: 8 May 2015



Secretary, Board of Directors

Date: 8 May 2015