

CONSTITUTION

Article I

Name

This organization shall be named the PRVI INFRASTRUCTURE CLUSTER, INC.

Article II

Objectives

Objectives and Purposes

The objectives and purposes of this Cluster are:

- a) Establish and maintain a forum through which the different sectors of the Infrastructure Industry, such as Energy, Water and Sewer, Healthcare, Transportation, Flood Prevention, Education and Economic Development sustainable for the Community may closely collaborate with common interest innovative projects.
- b) Encourage the development and implementation of innovative projects and the transfer of technology between industry and academia.
- c) Perform cluster activities considering the best interests of the community and of the industry.
- d) Encourage the development and sale of Puerto Rico and USVI engineering, architectural, construction, infrastructure and manufacturing goods and services.
- e) Collaborate with the government of the Commonwealth of Puerto Rico and the US Virgin Islands, the municipalities or other consortiums and with the federal government in the development of programs designed for the betterment of the infrastructure industry.
- f) Encourage the export of services related to the infrastructure industry including design, project management, and management plans for the use of resources and infrastructure to developing countries in the Caribbean Basin as a first step towards introducing resilient construction industry goods and services in those markets.
- g) Develop new strategies for promoting Puerto Rico and the US Virgin Islands as a supplier of high-tech and high-quality construction and engineering goods and services in the Caribbean Basin and in the Southeastern United States. This includes high-tech architectural and engineering services related to construction, infrastructure and manufactured products.

- h) Establish, in collaboration with other associations and universities, public policy recommendations on the use of codes, digital communication standards and industry-university cooperative projects that provide international-level technical support and leadership to the Puerto Rican and US Virgin Islands governments and industries.
- i) Collaborate with other clusters, associations, public corporations, and for-profit and not-for-profit institutions engaged in projects that promote the above-described objectives and purposes.

Article III

Legal Domicile and Official Languages

Section 1- Legal Domicile

The legal domicile of the cluster shall be the address 252 Ponce de Leon Ave, Suite 904, San Juan PR 00918 or where the cluster decides to establish and locate it's headquarters.

Section 2 – Languages

Both Spanish and English shall be the official languages.

Article IV

Official Seal

Description

The official seal of the Cluster shall read as follows:

PRVI INFRASTRUCTURE CLUSTER, INC

Article V

Duration

The duration of the Cluster shall be for an indefinite period.

Article VI

Membership

Section 1 - Requirements

Any company, association, university, institute, college, learning center, consortium, municipality or government agency established or to be established in Puerto Rico and the US Virgin Islands, engaged in the infrastructure industry, manufacture of goods or in the rendering of services related to the sectors such as Energy, Water and Sewer, Healthcare, Transportation, Flood Preventing, Education and Economic Development sustainable for the community may become a member of the Cluster. Individuals who belong to a member organization or sponsor may also become members of the Cluster.

Section 2- Voting Rights

All members in good standing shall be entitled to vote if they meet cluster requirements.

Article VII

Constitution and Bylaws

Approval and Amendments

Cluster members shall convene in a special meeting to approve the Cluster bylaws.

Once approved, the constitution and bylaws shall only be amended in a regular or special meeting called for that purpose. Members shall be notified of the proposed amendments at least 30 days prior to the scheduled date for the meeting. Amendments shall be approved by 2/3 of the members present at the meeting.

Bylaws

Article I

Membership

Section 1- Membership

Any company, association, university, institute, college, learning center, consortium, municipality or government agency established or to be established in Puerto Rico, engaged in the manufacture of goods or in the rendering of services related

to the construction industry may become a member of the Cluster. Individuals who belong to a member organization or sponsor may also become members of the Cluster.

Section 2- Acceptance of New Members

The Board of Directors shall have the right to approve or reject an application filed by a prospective member after considering, among other factors, the reputation or character of the applicant or that of its business representatives in the community where it is located as well as throughout the Islands of Puerto Rico and the US Virgin Islands.

Article II Annual Dues

Section 1- Dues

The Board of Directors shall fix the membership dues and for its assessment the Board may take into consideration the member's annual construction volume and/or sales (or manufacturing) volume.

Section 2 – Payment Terms

Dues shall be paid annually in advance, and will become due and payable on the first day of January of each year. Dues are not refundable. Members whose dues have not been paid shall not be considered members in good standing.

Article III

Board of Directors Section 1- Composition

The Board of Directors shall be composed of at least five members, including Advisors of which at least one must represent the US Virgin Islands. The officers of the Cluster who are members of the Board of Directors shall be: president, vice president, secretary, and treasurer, who shall be elected every year, as stipulated in Article VI of these Bylaws.

Section 2- Responsibilities

The Board of Directors shall be responsible for the control and administration of all the business and affairs of the Cluster. To such ends, it will take the pertinent legal or other similar action that it deems convenient.

Section 3- Meetings; Quorum

A regular meeting of the Board of Directors shall be held on at least 6 occasions in different months during the year. The dates shall be determined by the President. At least ten (10) days prior to each regular meeting, the President or the Secretary of the Cluster shall cause to be sent to each member of the Board a written or email notice thereof.

Special meetings may be called by the President of the Cluster as conditions warrant. The President must call a special meeting upon the request of at least 3 members of the Board. The President shall serve as chairperson of the Board of Directors and in his or her temporary absence, the Vice President may act as Chairperson. In the event of a permanent vacancy in the office of the President, the Vice President will succeed the President until the fulfillment of the unexpired term. A majority of the members of the Board of Directors shall constitute a quorum. Meetings may be conducted in person or by telephone, conference call, or other similar methods.

Section 4 - Vacancies

Vacancies on the Board of Directors shall be filled for the unexpired terms by majority vote of the remaining members of the Board.

Section 7– Removal

The Board of Directors may remove any of its officers and Directors by a 2/3 vote of its members, if he or she does not comply with his or her duties and obligations as such or with the reputation and character criteria established in these Bylaws.

Article IV

Executive

Section 1- Composition

An Executive Director may be designated as Manager for the Cluster, if finances allow it.

Section 2 - Responsibilities

The Executive Director shall be charged with the administration of the affairs of the Cluster, and shall have all the power of the Board of Directors in connection with any matters that the President may regard as requiring attention and action before the next regular meeting of the Board of Directors.

It will be his or her specific responsibility to make a multi annual budget proposal that includes the programs through which the Cluster will generate services and income.

Section 3 - Delegation of Authorities and Assignment of Responsibilities

The Board of Directors may delegate to the Executive Director or to any of the Cluster's elected officers such duties and authority as it may deem convenient to promote the activities and objectives of the Cluster.

Section 5 - Reports

Actions taken by the Executive Director shall be reported in full at the next meeting of the Board of Directors.

Article V

Officers

Section 1- President

The President shall preside at all meetings of the Cluster, shall appoint Work Team chairpersons and members with the approval of the Board, and shall also discharge the duties and obligations normally entrusted to the presiding officer of all duly organized institutions.

Section 2- Vice President

The Vice President will be in charge of developing the strategies that the Board determines in accordance with the President's work plan. The Vice President shall also discharge all such other duties or obligations as, from time to time, may be entrusted to him or her by the Board of Directors and the President

Section 3 – Secretary

The Secretary shall keep or cause to be kept minutes of the meetings of the Executive Work Team and of the Board of Directors and provide copies thereof to any or all of the members of the Cluster when so requested or instructed by the Board or the President. He or she shall be responsible for the prompt mailing of notices or calls of meetings and for all correspondence relative hereto. He or she shall execute all orders, votes and resolutions, not otherwise assigned. He or she shall see that accurate records are kept of all members. He or she shall be the keeper of the seal of the Cluster. He or she shall also discharge all other duties or obligations of a related nature as, from time to time, may be entrusted to him or her by the Board of Directors.

Section 4 - Treasurer

The Treasurer shall be the custodian of the funds and property of the Cluster. The treasurer, with the Board's approval, shall arrange for the collection of all regular or special member dues and/or assessments, and shall have established proper accounting procedures for the handling of the Cluster's funds in such banks, trust companies and/or investments as are approved by the Board of Directors or the Executive Work Team. He or she shall report on the financial condition of the Cluster at all meetings of the Board of Directors and at other times when called upon by the President. The treasurer shall act as financial advisor to the Board of Directors, and shall preside over the Finance Work Team. The treasurer shall also perform such other duties as may be normally assigned to his or her office by the Board of Directors. At the expiration of his or her term of office, he or she shall deliver to his or her successor all books, monies and other property in his or her charge. In the absence of a successor, he or she shall deliver such properties to the President.

Article VI

Election of Officers and Directors

Section 1 - When

The election of officers and Directors of the Cluster shall be held at the Annual Meeting.

Section 2 - Right to Vote

Each member in good standing of the Cluster or his/her representative, who is duly authorized as defined in Article I of these By-Laws, shall have the right to cast one vote for each of the officers of the Cluster.

Section 3- Terms of Office

The candidates elected shall formally take possession of their offices within six (6) weeks from the date of their election, and shall hold office for one year or until their successors are elected, but no officer or director may be elected to the same position for more than three (3) consecutive years.

Article VII Annual Meeting

Section 1- Authority and Purpose

The Annual Meeting shall be the supreme authority of the Cluster, and its purpose shall be to bring the membership together for review and evaluation of the various activities of the Cluster, to elect officers for the ensuing year, and to report the achievements of the Cluster in the furtherance of the purposes of the Cluster as stated in Article II of the Constitution.

Section 2- Date

The Annual Meeting of the Cluster shall be held on any given date of each natural year and, whenever possible, it will be held as part of the activities of a sponsoring association's Annual Meeting or convention.

Section 3 - Notification

At least ten (10) days prior to the Annual Meeting, the Secretary of the Cluster shall cause to be sent to each member a notice thereof.

Section 4 - Quorum

At any Annual Meeting any number of the members in good standing present will constitute a quorum, provided the requirements of Section 3, Article VII, were duly complied with.

Article VIII

Special Meetings

Section 1 - When

Special Meetings of the Cluster will be called by the President or the Board of Directors whenever they deem it advisable for the adequate administration of the Cluster's business, and held at the time and place determined by either the President or the Board of Directors.

Written notice of these special meetings shall be sent to all members at least five (5) days in advance, indicating on the same the purpose for the meeting.

Section 2 – Quorum

At any special meeting, any number of the accredited members present will constitute a quorum, provided the requirements of Section [1], Article [VIII], are duly complied with.

Article IX

Amendments

Procedure

These By-Laws shall be amended only in accordance with the provisions of Article VII of the Constitution of this Cluster.

Article X

Activities to be developed

The Cluster may engage in any activity that leads to the development of the infrastructure industry, particularly those that foster the development of international competitiveness and innovation of the different sectors of the infrastructure industry, for a more effective collaboration between the entities, universities, and the government.

Article XI

Dissolution

In the event of dissolution of the Cluster's assets, after paying all debts and obligations, the remaining assets will go to the Government of Puerto Rico, the US Virgin Islands Government, the Government of the United States, or any other exempt entity under Section 1101 of the Internal Revenue Code.