

**ALIANZA MUNICIPAL DE SERVICIOS INTEGRADOS, INC.  
ÁREA LOCAL DE DESARROLLO LABORAL CAGUAS-GUAYAMA**

# **ESTRUCTURA OPERACIONAL (BYLAWS)**

Contiene estructura organizacional  
interna y reglamento interno



**Second Bylaws  
of  
Alianza Municipal de Servicios Integrados, Inc.  
(AMSI)**

**Recitals**

These Bylaws shall be interpreted in a manner consistent with the governing legislative bodies of the AMSI operation, to wit, the "General Corporation Act of 2009", ("GCL"), 14 L.P.R.A. §3501 *et seq.*, the "Workforce Innovation and Opportunity Act of 2014", ("WIOA"), 29 U.S.C.S §3101, *et seq.*, and the separate "Operating Agreement" entered into by the Chief Elected Officials (CEOs) of the municipalities designated therein to establish the local area known as "Alianza Municipal de Servicios Integrados" (AMSI). The terms used in these Bylaws adhere to the definitions as provided for by the GCL and WIOA.

**Article I  
General Provisions**

- 1.1. Coordination with Chief Elected Officials (CEOs). The Local Area known as "Alianza Municipal de Servicios Integrados" ("AMSI") shall coordinate activities with the CEOs as provided in the "Operating Agreement" signed by the CEOs.
- 1.2. Liability of Members. AMSI, in cooperation with the CEOs, shall negotiate the purchase of liability coverage for its members and CEO signatories. AMSI acknowledges that the AMSI members and the CEOs have fiduciary liability for all expenditures under the WIOA.

**Article II  
Creation of AMSI**

- 2.1. Creation of AMSI. AMSI is a not-for-profit corporation which is not to have authority to issue capital stock. AMSI shall, at all times be operated exclusively for charitable activities within the meaning of section 501 of the United States Internal Revenue Code, as amended, and section 1101.01 of the Puerto Rico Internal Revenue Code, as amended. AMSI is organized and shall be operated to strengthen a partnership between the private and public sectors for the design of employment and training programs, in accordance with the provisions of the WIOA. In addition, AMSI shall develop and promote all employment initiative programs under state and federal laws and regulations.
- 2.2. Appointment of Members. AMSI membership is established pursuant to the WIOA, its regulations and in compliance with the Commonwealth of Puerto Rico law and regulations. All AMSI Board members shall be appointed by the CEOs who are signatories to the Operating Agreement, based on nominations submitted from various sources through the AMSI Executive Administrator. Mandatory members

shall be appointed upon recommendation of qualified organizations and such recommendations shall be approved by the CEOs.

- 2.3. State Certification. AMSI must apply for certification from the Department of Economic Development and Commerce of the Commonwealth of Puerto Rico ("DDEC" for its acronym in Spanish), or its designee, once every two years following its initial certification. If such certification is denied, AMSI shall cooperate with the CEOs to appeal such denial and/or reapply for certification.
- 2.4. Appointments to Fill Vacant Positions. If a member resigns or otherwise ceases its duties as part of the AMSI Board, the vacancy created shall be filled in the same manner that the previous member was appointed.

### **Article III Membership**

- 3.1. Service Area: The AMSI service area shall be: (1) the Local Area comprised of the municipalities that have subscribed the Operating Agreement and any subsequent amendments thereof, and/or (2) the Regional Areas, certified by the Governor, that AMSI may be called upon to provide services pursuant to WIOA; and or (3) any other allowed service area as may be defined from time to time by the Board pursuant to state and/or federal programs and their specific program initiatives, guidelines and applicable regulations.
- 3.2. Membership: The members of AMSI Board will be selected to include the following membership categories:
  - 3.2.1. Business Representatives. At least 51% of AMSI Board membership shall be comprised of representatives from businesses in the Service Area.
  - 3.2.2. Education Representatives. Representatives of local educational entities.
  - 3.2.3. Labor Representatives. Representatives of labor organizations from the Service Area nominated by local labor federations.
  - 3.2.4. Economic Development Representatives. Representatives of economic and community development entities.
  - 3.2.5. Multiple Representations. An individual that has qualification in more than one membership category may represent both membership categories for which he or she concurrently qualifies.

The CEOs shall appoint any other member to the AMSI Board as they deem appropriate.

- 3.3. Chairperson. The AMSI Board shall elect a Chairperson by a majority vote from among the Business Representatives. The Chairperson shall preside all meetings of AMSI Board, appoint members to committees, serve as the Chair of the Executive Committee and as an *ex-officio* member of all committees, and supervise the administrative business of AMSI.
- 3.4. Vice-Chairperson. The Vice-Chairperson shall be appointed by the Chairperson and shall perform the duties of the Chairperson in his or her absence. The Vice-Chairperson shall perform such additional duties as may be assigned by the Chairperson.
- 3.5. Secretary. The Secretary shall be appointed by the Chairperson and shall perform duties comparable to those of a Secretary in a Corporation. The Secretary shall assume the responsibilities of the Chairperson in the absence of the Chairperson and Vice-Chairperson.
- 3.6. Treasurer. The Treasurer shall be appointed by the Chairperson and shall perform duties comparable to those of a Treasurer in a corporation. The Treasurer shall assume the responsibilities of the Chairperson in the absence of the Chairperson, Vice-Chairperson or Secretary.
- 3.7. Terms. The AMSI Board members shall have the following term: Members that serve the Business Representative category shall serve a four (4) year term. Members that serve the Education Representatives category and the Labor Representative category shall serve a three (3) year term. Members that serve the Economic Development Representative category shall serve a two (2) year term. CEOs may re-appoint any and all members to consecutive terms.
- 3.8. Voting. All Board Members shall have the authority to vote on all matters that come before AMSI, except of conflict of interest may arise.
- 3.9. Change of Status. Members who experience a change of status (including employment or residency) have the responsibility to inform the Chairperson and the AMSI Executive Administrator of any changes in status that would affect service and categorical representation on AMSI. Any vacancy created by a resignation may be filled by the same appointing process used to appoint the departing member.
- 3.10. Vacancies. An appointment to fill a vacant position on AMSI Board shall be for the balance of the term of the former member. If the Chairperson or Vice-Chairperson position becomes vacant, the Executive Committee shall fill the vacancy with an appointment to serve for the balance of the fiscal year.
- 3.11. Attendance Requirement. Member's attendance to meetings is compulsory, and cannot be delegated to third parties. A member with three (3) consecutive unexcused absences at regular board Meetings shall be removed from AMSI Board. The appointing authorities shall be informed of the member's removal.

**Article IV**  
**Purpose and Function of AMSI Board**

- 4.1. General Powers. AMSI Board shall have broad planning, goal setting, policy, and oversight authority in connection with funding resources and in all matters including programs provided under the WIOA. The AMSI Board shall be accountable for performance responsibilities in the Service Area. The AMSI Board shall have the authority to maintain a staff to implement its duties and obligations. AMSI Board shall review the budget and plan submitted by its committees.
- 4.2. Local and or Regional Plan. The AMSI Board, in partnership with the CEOs for the Service Area, shall develop and submit a comprehensive local plan (the "Local Plan") and/or Regional Plans, as may be applicable, to the DDEC or the administrative entity designated as the State Workforce Development Board (the "State Board") for submission to the Governor. The Plan shall be consistent with the WIOA, state law, and the State Plan created by the State Board.
- 4.3. One-Stop Delivery System. The AMSI Board shall be responsible for the establishment of the One-Stop Delivery System and the selection of the One-Stop Providers. These shall be consistent with the State Plan.
- 4.4. Technology. The AMSI Board shall develop strategies for using technology to maximize the accessibility of the local workforce development system by (1) facilitating connections among the one-stop partner programs in the Service Area, (2) facilitating access to services provided through the one-stop delivery system involved, including access in remote areas, and (3) identify strategies for meeting the needs of individuals with barriers to employment.
- 4.5. Identification of the Market and Eligible Training Service Providers. The AMSI Board shall identify the employment market trends as well as the eligible training service providers for the Service Area, as defined herein.
- 4.6. Identification of Eligible Career Services Providers. If One-Stop operators do not provide career services in the Service Area, AMSI Board shall identify eligible providers of career services by awarding contracts.
- 4.7. Local Performance Measures. AMSI, the Governor or his authorized WIOA Administrative Entity shall reach agreements in connection with performance measures in the Service Area.
- 4.8. Employer Linkages. AMSI shall coordinate the workforce development activities carried out in the Service Area with other economic development strategies and develop other employer linkages in support of such activities.

- 4.9 Grants and Donations. AMSI may solicit and accept grants and donations from sources other than Federal funds made available under WIOA.
- 4.10 Island-wide Initiatives. AMSI may also offer and provide other programs and services, as may be available and allowed for non-profit entities, under other state and federal legislations that are complementary to the AMSI objectives and purposes. In this case, the Board shall take such accounting measures as required by the Office of Management and Budget guidelines to allocate fund resources.

#### **Article V Meetings**

- 5.1. Regular and Special Meetings. The AMSI Board shall meet at least once each semester, at a time and location to be determined at the prior meeting. Other meetings may be called by the Chairperson or the Executive Committee. The time and location of such meetings shall be determined by the chairperson, the AMSI Board, or the Executive Committee that calls the meeting. All meetings shall be held in Puerto Rico.
- 5.2. Notification. Once a meeting date, time, and location have been established and the agenda has been developed, a written announcement will be emailed, faxed or mailed with the agenda to all Board members not later than five (5) days prior to the meeting.
- 5.3. Quorum. If a quorum is present, the affirmative vote of the majority of Board members present shall be an official act of AMSI. A quorum of AMSI Board shall consist of a simple majority of the appointed representatives on AMSI Board. Members may participate in a meeting of AMSI Board by means of a conference, telephone or similar communication means, and participation by such means shall constitute presence in person at a meeting.
- 5.4. Minutes. Minutes of the proceedings for each Board meeting shall be recorded and maintained in permanent files by AMSI. Minutes shall document attendance and absences of Board members. A summary of the recorded minutes shall be prepared and distributed to each Board member no later than five (5) days prior to the next scheduled meeting. The minutes and agenda, as well supporting and information material of any meeting of the AMSI Board shall be made available upon written request to the Executive Administrator.

#### **Article VI Committees**

- 6.1. Member Responsibilities. Every member shall serve on at least one (1) committee or task force appointed by the Chairperson. A minimum of three (3) members shall serve on each standing committee.

6.2. Enumeration and Selection. There shall be seven (7) standing committees of AMSI, and such other committees, subcommittees and taskforces as AMSI Board or Chairperson may determine to be necessary from time to time. The standing committees are: the "Executive Committee", a "One-Stop System Committee (CGU)", a "Youth Services Committee", a "Special-Needs Person' Services Committee" a "Strategic Planning Committee", a "Performance and Monitoring Committee," and a "Proposals Review Committee". The Chairperson shall appoint Committee Chairpersons from the members appointed to, or who volunteer for each committee. AMSI Board Chairperson shall consider the relevant knowledge, experience, and assignment preference of the particular members to be appointed.

6.3. Executive Committee

6.3.1. Membership. The Executive Committee shall consist of the Chairperson, the Vice-Chairperson, the Secretary, the Treasurer, the Chairpersons of all standing committees, and the Executive Administrator. All Executive Committee members have voting privileges, but the Chairperson may opt to abstain except to break a tie.

6.3.2. Authority. The Executive Committee shall have the authority to act, on behalf of AMSI, on issues which cannot be deferred to the next Board meeting. When practical, this committee shall defer matters with major policy implications to the full Board. The Executive Committee shall review and coordinate the work of the other Committees prior to the Chairperson of each Committee reporting to the full Board. When there is no time for the Executive Committee to review committee work, this function shall be performed by AMSI Board Chairperson. The Executive Committee or Board Chairperson may require that additional work be done before a committee submits a full report to AMSI Board, but cannot prevent the committee report to AMSI Board. In cases involving a disagreement between a committee and the Executive Committee, the reasons for such disagreement shall be explained to the full Board. The AMSI Board Chairperson shall refer such business that, in his or her judgment, may require action or approval by AMSI.

6.3.3. Meetings. The Chairperson shall call the meetings of the Executive Committee at a time and place that is deemed appropriate to all members. A simple majority of the members of the Executive Committee shall constitute quorum for the meeting. Any member may appear before the Executive Committee to discuss any item of business of AMSI. The Executive Committee meetings may be held, and quorum shall be determined, in accordance with Article 5.3. Any and all actions which may be authorized or taken at a meeting of the Executive Committee may be also authorized or taken without a meeting, in writing or writings signed by all of the members entitled to vote on such

matter, which writing or writings shall be filed in AMSI's Executive Committee proceedings file.

6.4. One-Stop System Committee (CGU)

6.4.1. Duties. The One-Stop System Committee shall provide information and support to the operation and service offerings of the one-stop systems. It may be composed of representatives of the one-stop delivery centers.

6.5. Youth Services Committee

6.5.1. Duties. The Youth Services Committee shall provide information and support to the operation and service offering available for the youth. It shall be composed of the community based organizations members with experience in service offerings for young people.

6.6. "Special-Needs Person" Services Committee

6.6.1. Duties. The Special-Needs Person Services Committee shall provide information and support to the operation and service offering for persons with special needs, which shall include recommendations to improve compliance by the Local Board with the "American with Disabilities Act", and accessibility of the programs to the special needs population, employee training in the areas of job search for persons with special needs and reasonable accommodation practices.

6.7. Regional Planning Committee.

6.7.1. Duties. This Committee shall be responsible for the development, review, and recommendation of the Local Plan and updates to AMSI. The committee has the following additional responsibilities: development of all policies affecting programs funded by AMSI; coordination with economic development programs and review of issues pertaining to job creation and economic development in rural communities within the area; development of all procurements and requests for proposals (RFPs) issued by AMSI other than those developed by the Youth Services Committee; development of new programs and funding sources for AMSI; development and marketing of business services authorized by AMSI; interact with employers and business organizations; development of a Service Area business services plan, business strategy, and budget; and development of support links with mandatory one-stop partner agencies as required by WIOA. This committee shall also be responsible for reviewing employer satisfaction with WIOA services and for the assessment of the skills needs of local employers.



6.8. Performance and Monitoring Committee

6.8.1. Duties. This Committee shall be responsible for oversight and development of data collection and tracking systems for all programs authorized by AMSI. This committee shall also advise the AMSI Board, the CEOs, and the Local Operator in the following matters: fiscal and operational procedures; compliance with federal and state laws, rules, resolutions and administrative procedures; monitoring expenditures and providing oversight of the fiscal function of AMSI.

6.9. Proposals Review Committee.

6.9.1. Duties. This committee shall have the responsibility of reviewing, analyzing and approving the different proposals that shall be submitted by AMSI.

6.10. Subcommittees. When a committee meets without a quorum, it may meet as a subcommittee, if the Chair and one other Board member are present. Any deliberations resulting in an action of the subcommittee may be presented to the full Board.

**Article VII**  
**Local Plan**

7.1. Workforce Identification. AMSI shall describe and identify the development needs of businesses, job seekers, and workers in the Service Area; the current and future employment opportunities in the Service Area; and the job skills needed to obtain such employment opportunities.

7.2. One-Stop Delivery Systems. AMSI shall describe the establishment of a One-Stop Delivery System in the Service Area.

7.3. Performance Levels. AMSI Board shall establish local performance measures, to be used by AMSI for measuring the performance of all service providers, eligible training providers, and the One-Stop Delivery System in the Service Area.

7.4. Adult Employment and Training. AMSI shall describe the coordination of workforce development activities carried out in the Service Area with statewide employment and training programs, as appropriate.

7.5. Activity Coordination. AMSI shall describe the coordinate workforce development activities carried out in the area with statewide rapid response activities, when appropriate.

- 7.6. Competitive Process. AMSI shall describe the competitive process to be used to award the grants and contracts in the Service Area for activities carried out under the WIOA.

## **Article VIII Budget and Administration**

- 8.1. Staffing. AMSI shall be provided with independent staffing than that of the municipalities and the Executive Committee shall recruit and appoint an Executive Director who shall hire and supervise Board staff.
- 8.2. Budget. The Executive Administrator shall develop a budget for the purpose of carrying out the obligations and duties of AMSI. The budget is subject to approval of the AMSI Board and CEOs. It shall provide for the equitable distribution and allocation of funds. An allocation shall be used by AMSI's administrative staff for salaries, consultant fees, per diem and mileage expenses related to AMSI's development, administration, and meetings, other expenses such as, training of AMSI members, marketing, and other legitimate Board expenses. The final budget shall be approved by AMSI Board.
- 8.3. Reports to Executive Committee. Expenditure reports shall be provided on a monthly basis by AMSI Fiscal Agent.
- 8.4. Administrative Agent. AMSI Board shall designate the Executive Administrator as administrative agent to provide daily administrative staffing of Board responsibilities. The Executive Administrator shall be a member of the Executive Committee.
- 8.5. Legal Counsel. The AMSI Board may budget funds for its own legal counsel and/or legal consultants.

## **Article IX Miscellaneous**

- 9.1. Conflict of Interest. All members of the AMSI Board shall have the authority to vote on matters that come before AMSI, except if a conflict of interest shall arise. Conflicts of Interest exist when members, the organizations that they represent, or their immediate family members would receive benefit from actions taken by AMSI or any committee thereof, whether direct or indirect, financial or other. When a conflict of interest exists, members shall declare their conflict of interest at the meeting when it occurs, and abstain from all discussion and voting in matters involving the conflict of interest or an appearance of such. All proceedings shall be conducted pursuant to the AMSI Conflict of Interest Policy in effect.

- 9.3. Unsanctioned Actions. No Board member may take any action or carry out any activity on behalf of AMSI.
- 9.4. Competitive Process. AMSI shall have in place a competitive process in compliance with Laws of the Commonwealth of Puerto Rico to award the grants and contracts in the Service Area for activities carried out under WIOA.
- 9.5. Compensation/Reimbursement of Expenses. Members of the AMSI Board shall not receive a salary or wages for their services. They shall be reimbursed for reasonable and necessary expenses incurred in the performance of their duties. Compensation and expenses of the AMSI Board Members shall be determined by AMSI rules approved for that purpose and in accordance with applicable statutes, rules and legislatives.
- 9.6. Non-discrimination. No individual shall be excluded from participation in, denied benefits of, subjected to discrimination under, or denied employment in the administration of or in connection with any program or activity of AMSI because of race, color, religion, sex, sexual orientation, national origin, age, disability, or political affiliation or belief.
- 9.7. Cooperative agreements. AMSI may enter into agreements with other Local Area Workforce Development Board within or outside the Commonwealth of Puerto Rico to pay or share the cost of educating, training, or placing individuals participating in programs assisted under the WIOA. Such agreement must be approved by the AMSI Board. Such agreement shall be consistent with the Local Area Plan and/or Regional Plans.
- 9.8. Parliamentary Authority. Roberts Rules of Order shall be followed in conducting all meetings of the AMSI Board and Committees, unless specific provisions in the Bylaws provide otherwise.
- 9.9. Amendment and Termination. Any and all amendments to these Bylaws may be approved by the Executive Committee in a duly convened meeting. Any and all amendments approved by the Executive Committee must be presented in the next scheduled meeting of the AMSI Board for ratification by the majority vote of the AMSI Board. Once ratified, the validity of the Bylaws shall retroact to the approval date. These Bylaws may be repealed by a simple majority vote of AMSI Board when a quorum is present, after notification of such termination is made to the full Board in compliance with Article V of these Bylaws.
- 9.10. Duration. These Bylaws shall have perpetual duration, unless terminated in accordance with section 9.9 above.
- 9.11. Prohibition Against Private Inurement. No part of the net earnings of AMSI shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that AMSI shall be authorized and


empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of AMSI.

9.12. Distribution of Assets. Upon the dissolution of AMSI, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed in accordance with all applicable provisions of the Commonwealth of Puerto Rico laws, the United States Internal Revenue Code, and WIOA, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

9.13 Sunshine Provision. All actions of the AMSI Board and committees shall be documented in the minutes of AMSI.

#### CERTIFICATE

The undersigned as secretary/assistant secretary of AMSI, Inc. hereby certifies that these are the bylaws of the Corporation, as duly authorized by the Governing Body of the Corporation.

  
Secretary/Assistant Secretary

February 24, 2016