

**GUAM COMMUNITY COLLEGE
Board of Trustees**

BY-LAWS

ARTICLE I

THE INSTITUTION

SECTION 1. NAME OF THE COLLEGE

The name of the College shall be the "Guam Community College" in accordance with Section 5116 of the Government Code of Guam.

ARTICLE II

BOARD OF TRUSTEES

SECTION 1. TRUSTEES

The Board of Trustees shall consist of seven (7) trustees; of the seven, one is to represent organized labor, one is to represent business & industry, one is to represent the students of the College, and the remainder shall be members of the general public; provided, however, that at least two (2) of the seven (7) trustees shall be women.

There may be in addition to the trustees, advisors who shall be without vote.

SECTION 2. APPOINTMENT

Trustees shall be appointed by the Governor of Guam with the advice and consent of the Guam Legislature. Advisors to the Board of Trustees shall be appointed by and serve at the pleasure of the Board.

SECTION 3. TERM OF OFFICE

A. Trustees are appointed each for a term of five (5) years with the exception of the student member who is elected for a term of one (1) year*. All vacancies occurring on the Board of Trustees, with the exception of the student member, shall be filled by the Governor with the advice and consent of the Legislature for the unexpired term.

Guidelines for Student Trustee Election to the Board of Trustees

B. No person may serve as a trustee if he/she is a Government of Guam employee or if such

service would amount to a conflict of interest.

SECTION 4. OATH OF OFFICE

Before service on the Board of Trustees, each trustee shall take the oath of office required of all officers of the Government of Guam.

SECTION 5. POWERS

The Board of Trustees shall adopt policies and regulations necessary to the operation of the College. They shall also appoint and evaluate the President of the College.

SECTION 6. COMPENSATION

The voting trustees shall receive the sum of fifty dollars (\$50.00) for each attendance at the meeting of the Board at which a quorum is present, but such compensation shall be limited to not more than one-hundred dollars (\$100.00) in any calendar month. Trustees shall be reimbursed for actual travel, subsistence, and out-of-pocket expenses incurred in the discharge of their responsibilities. (Note - Revised 4/5/95; from \$75 to \$50)

ARTICLE III

MEETINGS

SECTION 1. ANNUAL MEETINGS

The annual meeting of the College shall be held as a special meeting in addition to the regular meetings during the month of November of each year at such time, date, and place within Guam as selected by the Board and shall be for passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the President to make adequate plans and preparations for the annual meeting.

SECTION 2. MEETINGS OPEN TO THE PUBLIC

All regular and special meetings of the Board of Trustees shall be open to the public, except during such times as are provided by the laws of Guam.

SECTION 3. REGULAR MEETINGS

Regular meetings of the Board of Trustees shall be held at such date, time, and place as may from time to time be determined by the Board. A copy of the agenda, with documentation, is to be delivered to Board members at least five (5) calendar days prior to the meeting. Any documentation delivered less than (5) calendar days prior to the meeting may result in the agenda item being deferred until the next regular or special meeting.

SECTION 4. SPECIAL MEETINGS

A special meeting may be called at any time by the Chairman, or by the majority of the Trustees of the College, by delivering personally written notice or by mail a written notice to each member of the Board of Trustees. Notice to Trustees and the media shall take place at least twenty-four (24) hours prior to meeting time. The call and notice shall specify the time and place of the meeting and the agenda with supporting documentation. No other business shall be considered at the special meeting. The twenty-four (24) hour notice may be waived in the event of an emergency certified in writing by the Chairperson or majority of the Board of Trustees. Written notice may be dispensed with as to any member who at, prior to the time the meeting convenes, files with the Secretary of the Board of Trustees, a written waiver of notice. Said written notice may be dispensed with as to any member who is actually present at the meeting at the time it convenes.

SECTION 5. NOTICE OF MEETINGS

All meetings, both regular and special, shall be widely announced to the public. Such notice shall be given to all media on Guam at least 24 hours prior to the meeting time.

SECTION 6. QUORUM

Four (4) trustees shall constitute a quorum of the Board of Trustees for the purpose of conducting the business of the College and exercising its powers, and for all other purposes. The concurrence of four (4) trustees shall be necessary for the validity of any act of the Board at a duly called and noticed regular or special meeting.

SECTION 7. ORDER OF BUSINESS

The following shall be the order of business:

1. Roll Call
2. Approval of Minutes (previous meeting)
3. Communications
4. Public Discussion
5. President's Report
6. Committee Reports
7. Unfinished Business
8. New Business
9. Executive Session (if necessary)
10. Reopening of Meeting to Public
11. Adjournment

SECTION 8. PUBLIC DISCUSSION

Public Discussion shall be for the purpose of allowing anyone the opportunity to bring pertinent matters before the Board. A request to make a presentation during Public Discussion must be made at least forty-eight (48) hours prior to the Board meeting and must be accompanied by a copy of the presentation to be made. No action of the Board may be taken on any item of Public Discussion at the meeting first presented with the sole exception being the referral of the item to the President or other official of the College for follow-up.

SECTION 9. BOARD CALENDAR

The Chairperson of the Board shall cause to be developed an annual Board Calendar which indicates items which routinely require Board action, periodic reports, and the meeting dates for that calendar year.

SECTION 10. OFFICIAL ACTIONS

All policy decisions shall be in written resolution form; the resolution as approved shall be attached to the official minutes of the meeting at which it was approved.

Whenever a handbook, state plan, or similar extensive document is approved, one copy of that document shall be placed in the Recording Secretary's file and one copy shall be placed in the Board of Trustees library.

Other Board of Trustees official actions, except as provided by law, which are topic specific and not general policy statements need not be in resolution form. These motions as approved shall

be a part of the regular minutes of the meeting at which they were approved.

SECTION 11. RULES OF ORDER

All rules of order not herein provided for shall be determined in accordance with "Robert's Rules of Order".

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS, ELECTION, AND TERM

The officers of the Board of Trustees shall be the Chairperson, Vice Chairperson, Secretary, and Treasurer. Officers are elected at the December meeting in odd numbered years and shall serve two (2) year terms.

SECTION 2. CHAIRPERSON

The Chairperson shall determine the agenda of meetings, preside at all meetings of the Board of Trustees, shall appoint all committees, shall have all the powers and duties conferred upon him/her by law, and shall perform such other duties as may be prescribed by the Board.

SECTION 3. VICE CHAIRPERSON

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairman. In case of resignation, removal, or death, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until a new Chairperson is elected.

SECTION 4. SECRETARY

The Secretary shall cause to be kept the minutes of each meeting and shall authenticate the signature of the Chairperson or Vice Chairperson, by attesting to it. The Secretary shall have custody of the seal to all resolutions, contracts, and instruments authorized to be executed by the College requiring this seal. In the absence of the Secretary, the Treasurer shall act in that capacity.

SECTION 5. TREASURER

The Treasurer shall authorize the President to deposit the funds of the College in the name of the College in such banks as the Board may select. In the absence of the Treasurer, the Secretary shall act in that capacity.

SECTION 6. VACANCIES

Any vacancy among the officers of the Board shall be filled by election among the members; the person so elected shall complete the remainder of the term of office until the next regular elections are held.

SECTION 7. COMMITTEES

The Board may establish Ad Hoc Committees from time-to-time as necessary to conduct the business of the Board. Committee recommendations are subject to approval of the Board. Such committees shall automatically expire upon completion of their assigned task.

The Board shall establish permanent Standing Committees to conduct the business of the Board. Committee recommendations are subject to approval of the Board. Standing Committee chairpersons will be elected among the Board members.

(The above amendment was approved by the Board of Trustees on December 29, 2005)

Responsibilities of Board Standing Committees:

1. Academic Affairs Standing Committee

The Academic Affairs Standing Committee shall review Board level policy concerns and transactions related to academic programs and student services and provide the full Board its advice and counsel relative to such matters. It will also assist the Board in assuring that educational and all other academic activities of the college are consistent with GCC's mission, goals and the Institutional Strategic Master Plan (ISMP).

2. Business and Finance Standing Committee

The Business and Finance Standing Committee shall consider, review, and make recommendations to the full Board on matters relative to the fiscal management and business operations of the college. It will also assist the Board in assuring that educational and all other academic activities of the college are consistent with GCC's mission, goals and the Institutional Strategic Master Plan (ISMP).

3. Administrative Services Standing Committee

The Administrative Services Standing Committee shall review Board level policy concerns and transactions related to physical facilities, administrative services, and information management systems and to provide the full board its advice and counsel to such matters. It will also assist the Board in assuring that educational and all other academic activities of the college are consistent with GCC's mission, goals, and the Institutional Strategic Master Plan (ISMP).

ARTICLE V

PRESIDENT AND OTHER OFFICIALS

SECTION 1. PRESIDENT

The President is an unclassified employee appointed by the Board of Trustees who shall fix the compensation for the office; the President can only be removed for cause by the Board. The President is the Chief Executive Officer of the College and shall have full charge and control of the administration and business affairs of the College.

The powers of the President include the following:

- A. To see that all policies, rules, and regulations are enforced.
- B. To attend all meetings of the Board and submit a monthly President's Report on the affairs of the College, and to keep the Board advised of the needs of the College.
- C. To devote full time to the affairs of the College; to select and appoint the employees of the College; to plan, organize, and control the services of such employees exercising such power under the general direction of the Board.
- D. To have prepared the budget submission of the College for the consideration and approval of the Board of Trustees.
- E. To cause to be submitted to the Governor and the Legislature those required status and financial reports when due and in the manner prescribed by the Board.
- F. To act, in cases where action must be taken within the College, where the Board of Trustees has provided no guides for administrative action, provided, however, that all actions and/or decisions shall be subject to review and concurrence by the Board of Trustees at the next regular meeting. It shall be the duty of the President

to inform the Board promptly of such action and to recommend a policy therefore.

- G. To perform such duties as the Board may require.

SECTION 2. OTHER PERSONNEL

The President shall hire other personnel as necessary to carry out the business of the College. The qualifications, duties, and salary ranges of such personnel shall be determined by the Board subject to the laws of the Territory of Guam. All employees of the College with the exception of the President and Private Executive Secretary are classified employees.

SECTION 3. AFFIRMATIVE ACTION

The Guam Community College adheres to the policy of equal opportunity and affirmative action in education, training, and employment of all persons regardless of race, religion, color, sex, age, handicap, or national origin.

Furthermore, the Guam Community College is committed to comply with all Guam and Federal statutes, rules, and regulations which prohibit discrimination in its policies and to direct affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended; Title IX of the 1978 Education Amendments; Title II, 1976 Education Amendments to the Vocational Education Act of 1963; Executive Order 11246, as amended; Public Law 14-46, June 30, 1977; Executive Order 76-9, March 25, 1976; Title VI of the Civil Rights Act of 1964 (Public Law 88-352), 42 USC Section 2000d et seq.; Section 504 of the Rehabilitation Act of 1973 (Public Law 93-112), 29 USC Section 794 et seq.; the Americans with Disabilities Act of 1990. (Public Law 101-336 (s.933)); and all requirements imposed by or pursuant to the Regulations (34 CFR parts, 12, 100, 104, and 106 issued pursuant the Act and now in effect); and any other law or Executive Order concerning discrimination of any kind.

SECTION 4. BONDING

The Treasurer/Secretary and any other officer or agent of the College charged with responsibility for the custody of any of its funds or property shall be bonded in such sum and with such surety as the Board shall determine. The Board at its discretion may also require any other officer, agent, or employee of the College to be bonded in such amount and with such surety as it may determine.

ARTICLE VI

FINANCIAL CONSIDERATIONS

SECTION 1. CONTRACTS

Except as otherwise provided in these by-laws, the Board may authorize by resolution any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and behalf of the College and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, AND ORDERS FOR PAYMENT

All checks, drafts, or other orders for payment of money issued in the name of the College shall be signed by such officer or officers, agent or agents, employee or employees of the College in such manner as shall from time-to-time be determined by official action of the Board in the form of a resolution.

SECTION 3. DEPOSITS

All funds with the exception of petty cash, in an amount not to exceed \$1,000, shall be deposited daily to the credit of the College in such bank or banks as the Board may select.

SECTION 4. FISCAL YEAR

The fiscal year of the College shall begin on the first day of October of each year and shall end on the thirtieth day of September of the following year.

SECTION 5. FUNDING

The Guam Community College, as an autonomous Government of Guam agency, is funded by the Government of Guam through Legislative appropriations. The Board of Trustees shall seek Federal funds and grants, private donations and grants, and any other funding which will enable the College to provide as broad a range of educational programs as possible.

SECTION 6. GUAM COMMUNITY COLLEGE FOUNDATION

There shall be a Guam Community College Foundation administered by a Board of Governors which shall have the responsibility to oversee the financial management of the endowment funds of the College. Members of the Board of Governors are selected by that body.

In accordance with the Articles of Incorporation of the Board of Governors, the Chairperson of the Board of Trustees (or his designee) and another member of the Board of Trustees, selected by that body, shall be members of the Board of Governors.

ARTICLE VII

MISCELLANEOUS

SECTION 1. POLICIES, RULES, AND REGULATIONS

The Board of Trustees shall have the power to make and adopt such policies, rules, and regulations, not inconsistent with law, or these by-laws, as it may find necessary for the management of the business and affairs of the College.

SECTION 2. SEAL OF THE COLLEGE

The seal of the College shall be surrounded by the name of the College and the date of creation in the form of a circle containing the College logo. The seal shall be affixed to all resolutions and contracts.

ARTICLE VIII

AMENDMENTS

SECTION 1. AMENDMENT TO BY-LAWS

These by-laws may be amended by the Board to the extent permitted by applicable laws and by-laws at a regular or special meeting, provided that any proposed amendment to be voted on at any meeting shall be included in the notice of such meeting.

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By-Laws
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IN WITNESS WHEREOF, the undersigned, being the current members of the Board of Trustees of Guam Community College, have hereunto subscribed their names this **15th** day of **December**, 1993.

/s/
RICHARD G. TENNESSEN, Ed.D.
Chairman

/s/
JOSE T. MUNOZ
Vice Chairman

/s/
ATANACIO T. DIAZ
MAGALLANES
Secretary

/s/
MARCUS P.
Treasurer

/s/
LORRAINE C. YAMASHITA, Ed.D.
Member

/s/
ESTHER L. CRUZ
Member