

**SECOND AMENDED BY LAWS  
OF  
GUAM COMMUNITY COLLEGE FOUNDATION  
A GUAM NON-PROFIT CORPORATION**

ARTICLE I  
NAME OF THE FOUNDATION AND MEMBERSHIP

Section 1. NAME OF THE FOUNDATION.

The name of the Foundation shall be the "Guam Community College Foundation" in accordance with the Articles of Incorporation.

Section 2. CLASSES OF MEMBERSHIP AND RIGHTS.

The Foundation shall have one class of members only, and the voting, and other rights, interests, and privileges of each member shall be equal. No member shall have any interest or property right in the assets of the Foundation and no member shall hold more than one membership in the Foundation. (Amended April 25, 2007)

Section 3. MEMBERSHIP.

Every member of this Foundation shall, upon election to and acceptance of such office, automatically become a member of the Board of Governors of this Foundation. No person, other than a member of the Board of Governors of this Foundation may be a member of this Foundation. (Amended April 25, 2007)

Section 4. TERMINATION OF MEMBERSHIP.

Any member of this Foundation shall, upon his ceasing to serve for any reason as a member of the Board of Governors of this Foundation, automatically cease to be a member of this Foundation. (Amended April 25, 2007)

ARTICLE II  
BOARD OF GOVERNORS

Section 1. MEMBERS.

The members of the Board of Governors shall be initially appointed by the Board of Trustees of the Guam Community College, except *ex-officio* officers. Thereafter, members shall be elected by ballot at the annual meeting of the members in accordance with 18 G.C.A. §2207 and shall serve for one (1) year or until their successors are elected and have qualified, whichever is longer. Their term of office shall begin immediately after election. The number of members shall be not more than twelve (12). (Amended April 25, 2007);

(Amended August 13, 2009) Seventy-five percent (75%) of attendance at board meetings is required by members. (Amended August 13, 2009)

Section 2. POWERS.

The powers, rights, privileges, and functions and duties of the Foundation shall be vested in the Board of Governors.

Section 3. REGULAR MEETINGS.

A regular meeting of the Board of Governors shall be held without any other notice than these by-laws require. The board may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. The Board shall meet every other month, or as needed. (Amended August 13, 2009)

Section 4. SPECIAL MEETINGS.

Special meetings may be called in accordance with Article III, Section 1 of these by-laws.

Section 5. JOINT MEETINGS OF MEMBERS AND BOARD OF GOVERNORS.

All meetings of the members shall be joint meetings with the Board of Governors and the provisions of these By-Laws relating to meetings of the Board of Governors shall apply. Actions taken by the Board of Governors at a meeting held in accordance with these By-Laws shall be deemed action of a meeting of the members. (Amended April 25, 2007)

Section 6. QUORUM.

A majority of the Board of Governors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the members are present at any meeting, a member's participation, via teleconference, shall constitute a quorum for the transaction of business at any meeting of the Board. (Amended August 13, 2009)

Section 7. BOARD DECISIONS.

The act of a majority of the members of the Board of Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors.

Section 8. COMPENSATION.

The members of the Board of Governors shall be awarded reasonable expenses incurred as a result of Foundation activities which shall be payable upon approval by the Foundation.

During Board meetings and Foundation activities, the Board members will be allowed to partake in meals and refreshments in the style to which he/she is accustomed to and in keeping with proper decorum.

The Foundation has adopted a travel policy with per diem and airfare consistent with the business class traveler. The Foundation has also adopted a policy whereby travel and activities of the Foundation shall be kept to reimbursement of lodging and reasonable expenses and any approval shall be done prior to the travel, with a travel report to be submitted to justify expenses before reimbursement can be made. Approval may be given by telephone (or telex or any form of communication).

#### Section 9. PROXIES.

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after two (2) months from the date of its execution, unless otherwise provided in the proxy.

#### Section 10. INFORMAL ACTION.

Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if written ballots are received from all members concurring in the action to be taken or if a consent in writing setting forth the action to be taken is signed by all members entitled to vote, with respect to the subject matter thereof.

### ARTICLE III MEETINGS

#### Section 1. SPECIAL MEETING.

A special meeting may be called at any time by the Chairman or by a majority of the members of the Board of Governors, by delivering personally written notice to each member of the Foundation at least three (3) days in advance of such meeting and at least five (5) days in advance of such meeting in the case of a notice which is mailed. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meeting by the Foundation in the absence of unanimous consent of those present.

The notice requirements may be waived in the event of an emergency certified to in writing by the Chairman or a majority of the Board of Governors. A written notice of meeting may be waived in writing

by any member; and such written notice may be dispensed with as to any member who is actually present at a meeting at the time it convenes.

Section 2. ADJOURNMENT OF MEETINGS.

The Foundation may adjourn any regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Any meeting in which less than a quorum is present may be adjourned from time to time. If all members are absent from any regular meeting the Chairman of the Board of Governors may declare the meeting adjourned. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting shall be considered regularly noticed and held for all purposes. (Amended April 25, 2007)

Section 3. QUORUM.

A majority of the members of the Foundation shall constitute a quorum for the purpose of conducting the business of the Foundation and exercising its powers, and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained.

Section 4. ORDER OF BUSINESS.

At the regular meeting of the Foundation, the following shall be the order of business

- I. ROLL CALL
- II. APPROVAL OF MINUTES (Previous Meeting)
- III. COMMUNICATIONS
- IV. OLD BUSINESS (Unfinished Business)
- V. NEW BUSINESS
- VI. ADJOURNMENT

Section 5. RESOLUTIONS.

All resolutions shall be in writing and shall be copied in a journal of the Foundation.

Section 6. 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.

The officers shall be elected in January of each third year.

Section 2. CHAIRMAN.

The Chairman shall preside at all meetings of the Foundation, shall appoint all committees; except as provided herein and shall have all the powers and duties conferred upon him by law; and shall perform such other duties as may from time to time be prescribed for him/her by the Foundation. At each meeting the Chairman shall submit such recommendations and information as he may find proper concerning the policies, administration, and other affairs of the Foundation.

Section 3. VICE-CHAIRMAN.

The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman, and in case of the resignation, removal or death of the Chairman, the Vice-Chairman will assume the position of Chairman for the duration of the term.

Section 4. SECRETARY.

The Secretary or his designee shall authenticate the signature of the Chairman, Vice-Chairman or Acting Chairman by attesting to it.

The Secretary shall be a member of the Board of Governors; shall keep the records of the Foundation; shall act as Secretary of the meetings of the Foundation and record all votes; shall keep a record of the proceedings of the Foundation.

Section 5. TREASURER.

The Treasurer shall have the care and custody of all funds of the Foundation and shall authorize the Executive Director to deposit the same in the name of the Foundation in such banks as the Board of Governors may select.

Section 6. VACANCIES.

A vacancy in an office, other than Chairman, shall be filled by that person, assuming the position; vacated by a member, unless the Board of Governors desires otherwise.

Section 7. EXECUTIVE DIRECTOR.

The Board shall appoint a person who shall be its Executive Director after an offer for this position has been refused by the President of the Guam Community College. The Executive Director shall serve at the pleasure of the Board of Governors. The

Executive Director shall have full charge and control of the administration and business affairs of the Foundation.

The duties of the Executive Director include the following:

- a) To attend all meetings of the Board of Governors and submit a general report of the affairs of the Foundation;
- b) To keep the Board of Governors advised as to the needs of the Foundation;
- c) To devote their time to the business of the Foundation, to select and appoint the employees of the Foundation except as otherwise provided by these by-laws or by resolutions of the Board, and to plan, organize, coordinate and control the service of such employees in the exercise of the power of the Foundation under the general direction of the Board of Governors;
- d) To perform such other additional duties as the Board of Governors may require.

#### Section 8. EXECUTIVE COMMITTEE.

There shall be an executive committee composed of the following:

- (a) The Chairman of the Foundation who shall be the committee Chairman;
- (b) The President of the Guam Community College;
- (c) The immediate past chairman of the Foundation;
- (d) The Executive Director;
- (e) Two others appointed by the Board (optional)

#### Section 9. OTHER COMMITTEES.

The Foundation shall have such other committees as may be established by the Board, including a finance committee, a nominating committee, a special activities committee and a scholarship committee. The Chairman of the Foundation shall appoint the Chairperson of the various committees.

#### Section 10. ADDITIONAL PERSONNEL.

The Board of Governors may from time to time employ such additional personnel as it finds necessary to exercise its powers, duties and functions, all in accordance with the rules and regulations as may from time to time be adopted by the Foundation.

Section 11. BONDS OF OFFICERS.

The Treasurer any and other officer or agent of the Foundation charges 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 of Governors shall determine. The Board of Governors in its discretion may also require any other officer, agent, or employee of the Foundation to be bonded in such amount and with such surety as it shall determine.

Section 12. COMPENSATION.

The powers, duties, and compensation of officers, agents, and employees shall be fixed by the Board of Governors subject to the provision of these by-laws and applicable law.

Section 13. REPORTS.

The Executive Director of the Foundation shall submit at each meeting of the Foundation reports covering the business of the Foundation for the previous fiscal year. Such reports shall set forth the condition of the Foundation at the close of such fiscal year.

ARTICLE V  
SEAL

Section 1. SEAL OF THE FOUNDATION.

The seal of the Foundation shall be surrounded by the name of the Foundation and the date of creation in the form of a circle containing the Foundation logo.

Section 2. SECRETARY RESPONSIBLE FOR SEAL.

The Secretary shall have custody of the seal and shall have the power to affix such seal to all resolutions, contracts and instruments authorized to be executed by the Foundation and requiring this seal.

ARTICLE VI  
FINANCIAL TRANSACTIONS

Section 1. CONTRACTS.

Except as otherwise provided in these by-laws, the Board of Governors may authorize by resolution any officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Foundation and such authority may be

general or confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money issued in the name of the Foundation shall be signed by such officer or officers, agent or agents, employee or employees, of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Governors.

Section 3. DEPOSITS.

All funds except petty cash of the Foundation shall be deposited from time to time to the credit of the Foundation in such bank or banks as the Board of Governors may elect, taking into consideration the advice and consent of the Executive Director.

Section 4. FISCAL YEAR.

The accounting period of the Foundation shall begin on the first day of October each year and shall end on the thirtieth day of September the following year.

ARTICLE VII  
MISCELLANEOUS

Section 1. AMENDMENT TO BY-LAWS.

These By-Laws may be amended by the Board of Governors to the extent permitted by applicable law 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.

IN WITNESS WHEREOF, the undersigned, being the members of the Board of Governors, of GUAM COMMUNITY COLLEGE FOUNDATION, have hereto subscribed names this 28 day of Nov., 1988.

/s/  
TOMAS FLORES  
Chairman

/s/  
CARL WEGNER  
Secretary

/s/  
JOSE T. MUNOZ  
Member

/s/  
PRISCILLA CRUZ  
Member

/s/  
RICHARD G. TENNESSEN  
Vice-Chairman

/s/  
JOHN LEE  
Treasurer

/s/  
WAYNE BROWN  
Member