

BYLAWS FOR THE JUDICIAL HISTORY & ARTS SOCIETY OF GUAM, INC.

A Non-Profit Corporation

Section 1. Name. The name of the corporation is "Judicial History & Arts Society of Guam, Inc."

Section 2. Address. The name of the corporation's agent and the address of its registered office is:
Mikel Schwab, 108 Hernan Cortez Avenue, Hagåtña, Guam 96910.

Section 3. Purposes. The corporation is incorporated under 18 Guam Code Annotated, within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law hereinafter referred to as the "Code." To further its exempt purposes, the corporation will engage in activities including the following:

- (a) Research such historic, scientific, literary and other documents, records, objects, memorabilia of or relating to the District Court of Guam (District Court) and any other miscellaneous data as are pertinent to increased public knowledge of the District Court and its place in American history;
- (b) Publish and disseminate materials acquired to scholars, historians, and the public under conditions prescribed from time to time by the Board of Directors;
- (c) Acquire through gift or loan, or on occasion through purchase, when and as funds for such purposes become available, documents, objects of historical significance, or objects of personal property or other memorabilia which may relate to the corporation's purposes, or incorporated into continuing displays within the court building or elsewhere, in order to portray to visitors to the premises the persons and events associated with the District Court in the course of its history;
- (d) Preserve documents, records, objects and memorabilia which are of significance for the benefit of scholars and the people in general especially as those materials affect the development, functions, personnel, buildings and history of the District Court, and as such preservation may be accomplished through specified activities such as the installation and presentation of educational exhibits, documentation, registration, storage, and when necessary through acceptance of gifts of services and materials for preservation, conservation, maintenance and security of any articles or data acquired for such exhibits;
- (e) Acquire, own, hold, improve, use and pledge, sell, donate or otherwise dispose of any personal property wherever situated including gifts to the District Court, and borrow sums of money, all in furtherance of the corporation's objectives and purposes, and subject always to the provision of the introductory paragraph in this section;
- (f) Accept contributions from the public in varying amounts, in return for membership in the corporation and benefits derived therefrom, or any otherwise lawful contributions independent of membership;
- (g) Employ such staff, personnel or agents as may be necessary, enter into contracts, and do each and everything now or hereafter permitted by the laws of the Territory of Guam which are necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or which shall at any time appear to be conducive to, or expedient for, the protection or benefit of the corporation and which are not inconsistent with these Bylaws or the Articles of Incorporation, and subject always to provisions of the introductory paragraph in this section; and

(h) Grant funds for all lawful activities that may be incidental to or reasonably necessary for any of the foregoing purposes, and have and exercise all other powers and authority now or hereafter conferred upon non-profit corporation by the laws of the Territory of Guam.

Section 4. Prohibited Activities. The corporation is subject to the following prohibitions:

(a) No part of the net earnings of the corporation shall inure to the benefit of the corporation or be distributed to its directors, officers, members or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its exempt purposes;

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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;

(c) Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by

(i) a corporation exempt from federal income tax under section 501(a) of the Code as a corporation described in section 501(c)(3) of the Code; or

(ii) a corporation, contributions to which are deductible under section 170(a) of the Code as being a corporation referred to in section 170(c)(2) of the Code.

Section 5. Dissolution. Upon dissolution, the corporation shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of its net assets, if any, to the United States of America.

Section 6. Additional Restrictions. Notwithstanding any other provisions of these bylaws, at all times when the corporation is a private foundation within the meaning of section 509 of the Code, it shall be subject to the following additional restrictions:

(a) It shall distribute its income at such times and in such manner as not to subject it to any tax under section 4942 of the Code;

(b) It shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

(c) It shall not retain excess business holdings as defined in section 4943(c) of the Code;

(d) It shall not make any investment as would subject it to section 4944 of the Code;

(e) It shall not make any taxable expenditure as defined in section 4945(d) of the Code.

Section 7. Non-Profit. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

Section 8. Term. The term for which the corporation is to exist is fifty years.

Section 9. Non-Stock/Non-Profit Corporation. The corporation is organized as a non-stock/non-profit corporation.

Section 10. Incorporators. The names and addresses of the incorporators are as follows:

1. Mikel W. Schwab, 108 Hernan Cortez Avenue, Suite 500; Hagåtña, Guam 96910
2. Charles B. White, 520 West Soledad Avenue; Hagåtña, Guam 96910
3. Lolita C. Toves: 520 West Soledad Avenue, Hagåtña, Guam 96910
4. Rosita P. San Nicolas: P.O. Box 3212, Hagåtña, Guam 96931

5. Rossanna Villagomez-Aguon: 520 West Soledad Avenue; Hagåtña, Guam 96910
6. Carmen D. O'Mallan: 520 West Soledad Avenue; Hagåtña, Guam 96910
7. John T. Gorman: 400 Route 8, #501; Mongmong, Guam 96910
8. Jessica F. Cruz: 108 Hernan Cortez Avenue, Suite 500; Hagåtña, Guam 96910
9. Lita M. Duenas: 400 Route 8, #501; Mongmong, Guam 96910
10. Elaine J. Gogue, 520 West Soledad Avenue, Suite 344; Hagåtña, Guam 96910

Section 11. Board of Directors and Officers. The names and addresses of the initial board of directors and officers are as follows:

1. Chairperson: Mikel W. Schwab: 108 Hernan Cortez Avenue, Suite 500, Hagåtña, Guam 96910
2. Vice-Chairperson: Charles B. White, 520 West Soledad Avenue, Hagåtña, Guam 96910
3. Secretary: Lolita C. Toves: 520 West Soledad Avenue; Hagåtña, Guam 96910
4. Treasurer: Rosanna Villagomez-Aguon, 520 West Soledad Avenue; Hagåtña, Guam 96910
5. Rosita San Nicolas: P.O. Box 3212, Hagatna, Guam 96931
6. Carmen O'Mallan: 520 West Soledad Avenue, Hagåtña, Guam 96910
7. John T. Gorman: 400 Route 8, Suite 501, Mongmong, Guam 96910
8. Jessica F. Cruz: 108 Hernan Cortez Avenue, Suite 500; Hagåtña, Guam 96910
9. Lita M. Duenas: 400 Route 8, #501; Mongmong, Guam 96910.
10. Elaine J. Gogue: 520 West Soledad Avenue, Suite 334; Hagåtña, Guam 96910

(a) *Private Property.* The private property of the incorporators, trustees, officers and members of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

(b) *Officers.* The officers of the corporation shall be the Chairperson of the board of directors; a vice-chairperson, secretary, a treasurer, and such other officers as may be elected or appointed by the board of directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person. The initial officers and directors shall be those persons identified in these bylaws.

(c) *Election and Term of Officers.* Vacancies may be filled or new offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until

- (1) the officer's successor has been duly elected;
- (2) the officer's death;
- (3) the officer resigns; or

(4) the officer has been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

(d) *Removal of Officers.* Any officer elected or appointed by the board of directors may be removed by the board of directors, in its judgment, where the best interests of the corporation would be served where such removal shall be without prejudice to the contract rights, if any, of the person so removed.

(e) *Chairperson.* Successors to the Chairperson shall be selected by the Executive Committee of the District Court. The Chair shall preside at meetings of the board and at membership meetings. The Chair shall exercise authority consistent with these bylaws and, in general, he or she shall discharge all duties incident to the position of the Chair and such other duties as may be prescribed by the board of directors.

(f) *Secretary.* The secretary shall:

- (1) record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose;
- (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

- (3) be a custodian of the corporate records and of the seal of the corporation;
- (4) keep a register of the post office address of each member;
- (5) serve as the corporation's registered agent; and
- (6) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the Chairperson or by the board of directors.

(g) *Treasurer.* The treasurer shall be the principal accounting and financial officer of the corporation.

The treasurer shall:

- (1) have charge of and be responsible for the maintenance of adequate books of account for the corporation;
- (2) have charge and custody of all funds of the corporation and for the receipt and disbursement of the funds;
- (3) perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Chairperson or by the board of directors.

(h) *Powers of Board of Directors.* The affairs of the corporation shall be managed by or under the direction of its board of directors. The board of directors shall set the qualifications for membership. A majority of the board of directors may establish reasonable compensation for their services and the services of other officers, irrespective of any personal interest.

(i) *Number, Tenure and Qualifications of Board of Directors.* The authorized number of directors of the Society shall not exceed fifteen (15) until changed by amendment to this bylaw. Each director shall hold office for a two-year term or until a successor is appointed. Directors need not be residents of Guam or members of the corporation. The number of directors may be decreased to not fewer than three (3) or increased by the board of directors. No decrease shall have the effect of shortening the term of any incumbent director.

(j) *Meetings.* A regular annual meeting of the board of directors and of the membership shall be held without other notice than these bylaws, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide, by resolution, the time and place for the holding of additional meetings of the board without other notice than such resolution.

(k) *Special Meetings.* Special meetings of the board of directors and the members may be called by the directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

Section 12. Members

(a) *Classes of Members.* The corporation shall have one class of members. The members of the corporation shall consist of the Incorporators and such additional persons as may be admitted to membership in accordance with these bylaws.

(b) *Election of Members.* Members shall be elected by an affirmative vote of the board of directors.

(c) *Voting Rights.* Each member shall be entitled to one vote on each matter submitted to a vote of the members.

(d) *Termination of Membership.* The board of directors by affirmative vote may suspend or expel a member for cause after an appropriate hearing, and may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

(e) *Resignation.* Any member may resign by filing a written resignation with the secretary-treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

(f) *Reinstatement.* Upon written request signed by a former member and filed with the secretary, the board of directors may, by the affirmative vote of two-thirds of the members of the board, reinstate such former member to membership on such terms as the board of directors may deem appropriate.

(g) *Transfer of Membership.* Membership in this corporation is not transferable or assignable.

(h) *No Membership Certificates.* No membership certificates of the corporation shall be required.

(i) *Annual Meeting.* In accordance with Section 11(k), an annual meeting of the members shall be held each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

(j) *Special Meeting.* Special meetings of the members may be called by the board of directors in accordance with section 11(l).

(k) *Dues.* Each member shall pay annual dues of \$10.00, or such other sum as determined by the board of directors.

Section 13. Contracts, Checks, Deposits and Funds

(a) *Contracts.* The board of directors may authorize any officer or agent of the corporation in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

(b) *Checks and Drafts.* All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or agent of the corporation and in the manner determined by resolution of the board of directors. In the absence of a resolution by the board of directors, instruments shall be signed by the treasurer.

(c) *Deposits.* All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the treasurer may select.

(d) *Gifts.* The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any general or special purpose of the corporation.

Section 14. Waiver of Notice. Whenever notice is required to be given under the provisions of 18 G.C.A., or under the provision of the Articles of Incorporation or these Bylaws, a waiver in writing, signed by the person(s) entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to giving such notice. Attendance at any meeting will constitute waiver of notice unless the person at the meeting objects to holding of the meeting because proper notice was not given.

Section 15. Quorum. One-third (1/3) of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Vacant directorships shall not be included in determining the total number of directors for the purpose of determining the existence of a quorum. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number be required by law or by the Articles of Incorporation. The directors present at a duly-called or -held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 16. Meeting by Telephone. Members of the board of directors of the corporation, or any committee designated by such board, may participate in a meeting of the board of directors by means of telephone conference or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 17. Annual Report. No annual report to members shall be required, but the board of directors may cause to be sent to the members reports in such form and at such times as may be deemed appropriate by the board of directors.


Section 18. Amendment of Bylaws. The power to alter, amend or repeal these bylaws or adopt new bylaws is vested in the board of directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be stated. The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of corporation.

IN TESTIMONY WHEREOF, the Incorporators have signed these Bylaws this 30th day of July, 2010.



MIKEL W. SCHWAB

Date: 7/30/2010



CHARLES B. WHITE

Date: 7/30/2010



LOLITA C. TOVES

Date: 7/30/2010




ROSSANNA VILLAGOMEZ-AGUON

Date: 7/30/2010



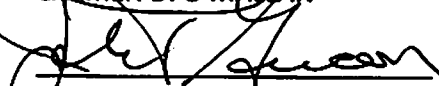
ROSITA P. SAN NICOLAS

Date: 7/30/2010



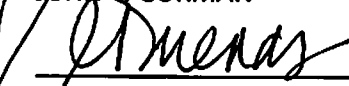
CARMEN D. O'MALLAN

Date: 8/5/2010



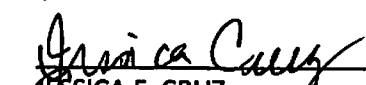
JOHN T. GORMAN

Date: 7/30/10



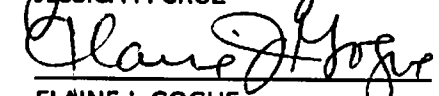
LITA M. DUENAS

Date: 7/30/10



JESSICA F. CRUZ

Date: 7/30/10



ELAINE J. GOGUE

Date: 7/30/10

Approved and filed in the Office of the Secretary of the Territory of Guam on the _____ day of _____, 2010.