

**PORT AUTHORITY OF GUAM GOODWILL AND MORALE ASSOCIATION
(PAGGMA)**

Non-Profit Association

CONSTITUTION OF ASSOCIATION

ARTICLE ONE

NAME

The name of this organization shall be the Port Authority of Guam Goodwill and Morale Association (PAGGMA), here in referred to as the association.

ARTICLE TWO

OBJECTIVES

The objectives of the PAGGMA is:

- Section 1. To promote interaction among the Jose D. Leon Guerrero, Commercial Port employees.**
- Section 2. To provide activities for social interaction of employees.**
- Section 3. To provide stimulating and motivating projects for the betterment of the community through unified efforts of the association.**
- Section 4. To engage in any legitimate activities that will be advantageous to the association and its members.**
- Section 5. To receive and accept funds, gifts and contributions to fulfill and promote the purpose of the association.**
- Section 6. To engage in, conduct, maintain, operate, and control fundraising activities for the benefit of the association.**
- Section 7. Notwithstanding any of the provisions stated in these articles, this association shall not engage in any activities that do not contribute to the primary purpose of this association, net proceeds incurred shall not solely benefit any officer or member hereof.**
- Section 8. All assets owned by the association will be used solely for exempt purposes.**

- Section 9. The association will not involve itself in carrying on any propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office..
- Section 10. The property, assets, profits, and net income of this association are irrevocable and no part of the profits or net income of this association incurred shall benefit any officer or member or any private individual.
- Section 11. Upon the dissolution of this association, its assets remaining after payment of all debts and liabilities, shall be distributed to a non-profit fund, foundation or corporation which is organized and exclusively for charitable or educational purpose and which has established its tax exempt status under section 501 (3) of the Internal Revenue Service.

ARTICLE THREE

MEMBERSHIP

- Section 1. Eligibility.
- All employees of the Jose D. Leon Guerrero Commercial Port of Guam are eligible for membership.
- Section 2. Classification.
- Membership classification shall be either active or honorary.
- Section 3. Qualification.
- a. Active members shall be full or part time employees of the Jose D. Leon Guerrero Commercial Port of Guam.
 - b. Honorary members shall be those persons who retire from the employment of the Agency after the inception of the Association and must be current in payment of annual dues.
- Section 4. Termination.
- Membership may be terminated by resignation or action of the board of directors.

Section 5. Rights of membership.

- a. To attend and participate in all regular and called meetings of the Association.
- b. To hold office when elected and to serve on committees, when appointed, subject to qualifications set by the By-laws.
- c. To participate in all functions of the Association.
- d. To be entitled to other benefits of the Association.

Section 6. Membership Dues.

- a. Members shall be assessed monthly dues.
- b. Dues shall be assessed on a payroll deduction of \$2.00 per pay period based on the calendar days. There shall be no arrears on the part of the Port Authority to deposit all payroll deductions immediately to the Treasurer. This procedure shall not be subject to change by vote.

Section 7. Membership Benefits

- a. Hospitalization: \$25.00 goodwill allowance and a get-well card first occurrence.
- b. Resignation: \$25.00 savings bond (only on good conduct status and must be an active member for two (2) consecutive years.
- c. Retirement: \$50.00 savings bond (must be an active member for four (4) consecutive years.
- d. Birthday and Christmas: Cards for each member

e. Death:	Married	Single
Member	\$100.00	\$ 100.00
Spouse	\$ 50.00	-0-
Child	\$ 25.00	\$ 25.00

ARTICLE FOUR

DIRECTORS: MANAGEMENT

Section 1. Number and Qualification:

The authorized number of directors of the association shall be a minimum of three (3) and no more than seven. The number of directors to be elected shall be determined by the members at the annual meeting.

Section 2. Election and Term of Office:

The directors shall be elected at each annual meeting of the members, but if any such meeting is not held, or the directors are not selected thereat, the directors may be elected at any special meeting of the members held for that purpose. All directors shall hold office for two (2) years or until they're respective successors are elected. The term of office of a director shall begin immediately after election. Each director must be a member of the association. Election of directors shall be by secret ballot and be majority vote of all members present or represented by proxy at the meeting.

Section 3. Vacancies:

Vacancies in the board of directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining directors, and each director so selected shall hold office until his successor is elected at an annual meeting of the members or at a special meeting called for that purpose.

The members may, at any time elect a director to fill any vacancy not filled by the directors, and may elect the additional directors at the meeting at which an amendment of the by-laws is voted authorizing an increase in the number of directors.

A vacancy or vacancies shall be deemed to exist in case of death, resignation or removal of any director.

ARTICLE FIVE

OFFICERS

Section 1. Officers.

The officers of the association shall be a president, vice-president, treasurer, secretary, sergeant-at-arms and parliamentarian.

Section 2. Election

The officers shall be elected by the board of directors and each shall his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Removal and Resignation.

Any officer may be removed, either with or without cause, by two-thirds of the directors present and constituting a quorum, at any regular or special meeting of the board. or, except in case of an officer chosen by the board of directors, by any officer upon whom such power or removal may be conferred by the board of directors.

Any officer may resign at anytime by giving written notice to the board of directors or to the president or to the secretary of the association. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless othenvise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office.

ARTICLE SIX

MEETINGS OF MEMBERS

Section 1. Place of Meetings.

Regular meetings of the board of directors shall be held at any place within the territory of Guam which has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal office of the association. Special meetings of the board may be held either at a place so designated or at the principal office. Any meeting shall be valid, wherever held, if held by the written consent of all members of the board of directors, given either before or after the meeting and filed with the secretary of the association.

Section 2. Annual Meeting.

The annual meeting of the members shall be held on the 2nd Monday of December in each year, if not a legal holiday, and if a legal holiday, then the next succeeding business day, at the hour of 7:00 P.M. At such meetings, directors shall be elected, reports of the affairs of the association shall be considered, and any other business may be transacted within the powers of the members.

Section 3. Special Meetings.

Special Meetings of the members, for any purpose or purposes whatsoever, may be called at anytime by the president, or by the board of directors, or by any two or more members thereof.

Section 4. Notice of Meetings.

Notices of meetings, annual or special, shall be given in writing to members by the secretary, or the assistant secretary, or if there be no such officer, or in case of his neglect or refusal, by any director.

Notices of any meeting of members shall specify the place, the day and the hour of meeting, and in case of special meeting and the general nature of the business to be transacted.

Section 5. Notice of Adjournment.

Notice of the time and place of holding an adjourned meeting need to be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 6. Rules of Order

Roberts Rules of Order shall govern the procedures of all meetings of the board or members of the association.

Section 7. Quorum

A majority of the number of directors as fixed by the bylaws shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the directors present at any meeting at which there is a quorum, when duly assembled, is valid as a association act; provided that two thirds majority vote of the directors present is required to discipline, suspend or remove any director, officer or member of the association.

In the event a question before the board of directors results in a tie vote, the chairman of the board shall cast a further vote to resolve the question.

ARTICLE SEVEN

AMENDMENTS TO BYLAWS

Section 1. By Members.

New bylaws may be adopted or these bylaws may be repealed or amended at the annual meeting, or at other meetings of the members called for that purpose, by a vote by written assent of members entitled to exercise a majority of the voting power of the association, provided that the proposed amendments are published in writing and delivered to the members with notice of the meeting at least ten (10) days prior to the meeting.

Section 2. Powers of Directors.

Subject to the right of the members to adopt, amend or repeal bylaws, as provided in section 1. of this Article, the board of directors may adopt, amend or repeal any of these bylaws other than a bylaw or amendment thereof changing the authorized number of directors, by a vote by written assent of a majority of the board of directors.

Section 3. Record of Amendments.

Whenever an amendment or new bylaws are adopted, it shall be copied in the book of bylaws with the original bylaws, in the appropriate place. If any bylaws are repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

RECEIVED
TSJ
NOV 05 2004
DEPT. OF REVENUE & TAX
GOVT. OF GUAM
ALB

ARTICLE EIGHTH
RATIFICATION

THIS CONSTITUTION ASA MODIFIED WAS RATIFIED BY THE DIRECTORS ON
THIS THE 3rd OF Nov 2004.

BY THE OFFICERS, FOR THE MEMBERS:



Chairperson
John B. Santos

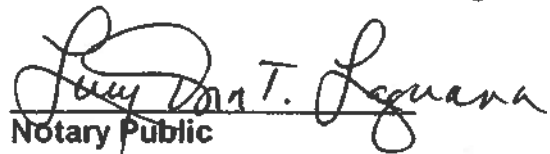


Secretary/Interim Treasurer
Jennifer A.N Leon Guerrero

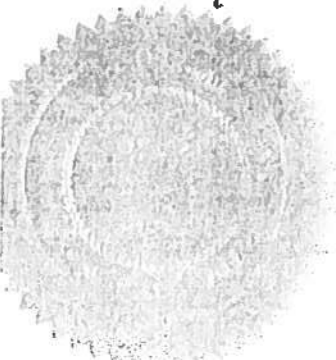


Parliamentarian
Pearl Angel T. Cruz

Subscribed and Sworn before me this 3 day November, 2004 by: John B. Santos, Jennifer AN Leon Guerrero, Pearl Angel T. Cruz.



Notary Public



Lucy Ann T. Laguana
Notary Public
In and For Guam, U.S.A.
My Commission Expires: March 16, 2008
120 Sunn Ct., Astumbo Gardens
Cededo, Guam 96829