



**UNIVERSITY OF GUAM
UNIBETSEDAT GUÅHAN
Board of Regents**

Resolution No. 18-27

RELATIVE TO APPROVING THE UNIVERSITY OF GUAM (UOG) AMENDED ARTICLES OF INCORPORATION AND THE UOG BOARD OF REGENTS' (BORS') AMENDED BYLAWS

WHEREAS, UOG is the primary U.S. Land Grant institution accredited by the Western Association of Schools and Colleges (WASC) Senior College and University Commission (WSCUC) serving the post-secondary needs of the people of Guam and the Western Pacific region;

WHEREAS, the governance and well-being of the University is vested in the BOR;

WHEREAS, the "Amended Articles of Incorporation of the University of Guam" were last updated August 31, 1989 and the "By Laws of the University of Guam" were last updated July 1, 2010;


WHEREAS, the above two documents need to incorporate BOR-approved policy, policy dictated by Guam law, and information to provide more clarity to responsibilities and functions of the BOR since its last update;

WHEREAS, public law requires changes to these two documents to be filed at the Department of Revenue and Taxation, after being notarized; and

WHEREAS, the UOG BOR Academic, Personnel, and Tenure (AP&T) Committee has reviewed and recommends approval of the updates to the "UOG Amended Articles of Incorporation" and the "UOG BORS' Amended Bylaws" for BOR approval.

NOW, THEREFORE, BE IT RESOLVED, that the BOR approves the updates incorporated into the "UOG Amended Articles on Incorporation" and the "UOG BORS' Amended Bylaws", as attached.

Adopted this 23rd day of August 2018.


Elizabeth C. Gayle, Chairperson

ATTESTED:


Thomas W. Krise, Ph.D., Executive Secretary

**UNIVERSITY OF GUAM
AMENDED ARTICLES OF INCORPORATION**

That we, the undersigned incorporators, do voluntarily associate ourselves together for the purpose of forming a nonprofit, non-membership Corporation pursuant to the provisions of Public Law 13-194 of the laws of Guam, for the creation and operation of an institution of higher learning and hereby certify:

FIRST:

That the name of this Corporation is the UNIVERSITY OF GUAM (UOG).

SECOND:

That the primary purposes for which this Corporation is formed, and its powers are as follows:

To create, establish and carry on an educational institution of higher learning within Guam, wherein graduates of accredited high schools, private secondary schools, and other persons of equivalent academic attainment, may pursue their education in all the various branches of the liberal arts and sciences and such other fields and pursuits of learning as are and may be customarily offered to students at such institutions of higher learning.

THIRD:

The Corporation hereby formed shall have the following powers to be duly exercised by the Board of Regents (BOR), officers, agents and employees as authorized by law and/or resolution:

- A. To acquire property, both real and personal, by purchase, lease, gift, devise, bequest, or otherwise and to hold, invest, use, lease, operate, improve, develop, sell, mortgage or otherwise encumber, and in every way control, manage and deal in personal property and real property, both improved and unimproved, for all appropriate corporate purposes.
- B. To make and perform contracts in furtherance of the purposes of this Corporation.
- C. To act as trustee under any trust incidental to the principal objectives of the Corporation and receive, hold, administer and expend funds and property subject to such trust.
- D. To borrow money, contract debts, and, from time to time, issue bonds, notes, debentures and other evidences of indebtedness and to secure the payment or performance of its obligations subject to legislative approval as required by 17 Guam Code Annotated (GCA) Section 16188 (c).
- E. To sue and, subject to the limitations of the Government Claims Act, Title VII Chapter 6 of the Government Code of Guam, to be sued.
- F. To qualify to carry on its nonprofit activities in any state, region, dependency or foreign country, and to conduct its nonprofit activities within or without Guam.

- G. To adopt, use and at will alter a corporate seal, but failure to affix a seal shall not affect the validity of any corporate instrument.
- H. To act as principal, agent, joint venturer, partner or in any other capacity which may be authorized or approved by the BOR of the Corporation and which the BOR may deem proper or convenient in connection with any of the foregoing purposes, or which may be calculated directly or indirectly to promote the interests of this Corporation.
- I. To have and exercise all the rights and powers conferred on nonprofit Corporations under the laws of Guam applicable thereto, as such laws are now in effect or may at any time hereafter be amended.
- J. To certify and submit a budget requirement for the following Fiscal Year for personnel and operating costs necessary for carrying out the mission, purposes, and general activities of UOG, including funds necessary for student loans, scholarships, and financial aid; and approve a reapportioned budget based on Legislative appropriations, as appropriate.
- K. To establish organizational units; to approve academic programs; to endorse an academic calendar; to provide a faculty; to adopt procedures and standards for the admission of applicants to the student body; to provide for the proper regulation and control of the students and their housing and welfare while in attendance; to validate the list of graduating students and grant appropriate degrees; and to engage and support efforts that improve and maintain autonomy and organizational rigor in support of maintaining meaningful accreditation.
- L. To approve new and/or changes to administrative positions and the administrator's salary scale and non-classified employee pay scales; and to establish the conditions and bestow tenure and/or promotion, emeritus status, and honorary degrees to appropriate individuals.
- M. To set UOG undergraduate and graduate degree program tuition rates and associated student fees and penalties.
- N. To name UOG buildings and facilities.
- O. To acquire insurances; make and change investments; and take other actions to ensure fiscal solvency and prudent financial management.
- P. To do any and all other acts necessary or expedient for the administration of its affairs and the attainment of its purposes, and to engage in any other business in any manner connected with or necessary, incidental or auxiliary to any of the purposes or powers hereinabove enumerated or which shall or may promote the interests of this Corporation, UOG and the general public; to possess and use all of the powers authorized and allowed to nonprofit Corporations under the laws of Guam; to exercise any and all other powers which a partner or a natural person could have or exercise and which may now or hereafter be authorized by law; and do all other things needful or appropriate in the establishment and conduct of UOG hereinabove named.

FOURTH:

This Corporation is formed solely and exclusively for the purpose to benefit the community as set forth above, and not for pecuniary gain or profit, and no pecuniary gain or profit shall ever inure to any Regent or to this Corporation, or to any other person or Corporation, from the corporate property or operations. The earnings and revenues, if any, of this Corporation, including, but not limited to, appropriated funds, tuition fees, interest from investments, and income from any and all sources whatsoever, shall be used exclusively for the purposes for which this Corporation is formed as hereinabove set forth, and no part thereof shall ever enter to the benefit of any member of this Corporation or any other individual firm or Corporation. No Regent or Officer of this Corporation shall have any personal, proprietary or beneficial interest in the property of the Corporation either during its corporate existence or on its dissolution.

It being hereby expressly provided and declared that all property whatsoever acquired by the Corporation of every kind and character, and all increments, interests or earnings thereof, shall be devoted in perpetuity to educational and public purposes. In the event of the liquidation, dissolution or abandonment of this Corporation, its property shall not inure to the benefit of any private person, but shall go to a fund, foundation, or Corporation organized and operated solely for education and public purposes, with preference to other Corporations within this Western Pacific Region devoted to educational purposes, and otherwise subject to law.

FIFTH:

- A. The principal office for the transaction of the business of this Corporation shall be located in the Administration Building of UOG, Mangilao, municipality of Mangilao, Guam.
- B. Public Law 13-194, as amended by Public Law 17-55, Public Law 19-40 and Public Law 26-24 has heretofore vested the government, control and operation of UOG in its BOR who shall number nine (9) members, citizens of the United States of America or permanent resident aliens and domiciles of Guam for at least three (3) years prior to their appointment. No person shall sit on the BOR as a member who is an employee of the Government of Guam or of UOG. Also, at least one (1) member shall be an alumnum of UOG. The Regents shall, subject to the procedures established by law and these articles, be appointed by the Governor of Guam (I Maga'lahaen Guåhan), with the advice and consent of the Legislature (I Lehislaturan Guåhan) and, excepting the Student Regent, the terms of the Regents shall be staggered and for six years.
- C. The Regent Nominating Council (RNC) has sole responsibility to identify, recruit, evaluate, and nominate all qualified candidates for non-student membership on the BOR of UOG. As such, the RNC will follow its own Bylaws outlining its membership and operations for the conduct of a search for non-student Regent candidates and the selection of Regent nominees in accordance with 17 GCA §16104.5.

Pursuant to 17 GCA §16104.6, the Student Regent shall be a full BOR member with all rights, privileges and responsibilities thereof. To be eligible to serve as a Student Regent of the BOR, the person shall be a full-time student at UOG who has completed one (1) year of study (for at least thirty (30) credits) and who has maintained good academic standing as defined by the BOR. The Student Regent is certified by the

Chairperson of the BOR and shall serve for a term of two (2) years beginning at twelve o'clock noon on the first Monday in May in the year in which he or she is elected.

The BOR shall establish the Student Regent Election Regulations that will be transmitted to the UOG Student Government Association (SGA) and Dean of Enrollment Management and Student Success for implementation and compliance.

- D. After a new Regent and/or Student Regent are confirmed as BOR members, the Chairperson of the BOR will administer an oath of office to the new BOR members prior to them officially assuming responsibilities. The Executive Secretary (UOG President) of the BOR may administer the oath of office to the Chairperson of the BOR, or new members, as needed.
- E. A member of the BOR may be removed by a vote of five (5) members for malfeasance in office or for persistent neglect or inability to discharge duties, or for offenses involving moral turpitude, and for no other cause. However, no member of the BOR shall be removed from office before a written bill of particulars shall have been given to the accused and before an investigation and an open hearing shall have been had. Any member who removes his residence from Guam shall be deemed to have vacated his office, thereby creating a vacancy on the BOR.
- F. Annually in April, the BOR shall elect a Chairperson, a Vice Chairperson, and a Treasurer from its membership by a majority vote of its total membership.
- G. Meetings of the BOR shall be held at a regular time and place determined by the BOR or its Bylaws. Special meetings may be called by the Chairperson or by the call of a majority of the members, as often as may be necessary. Meetings of the BOR, regular or special, shall be subject to the Open Government Law of Guam (5 GCA, Chapter 8). A majority of the board members shall constitute a quorum and an affirmative vote of at least five (5) members is required for any action to be valid.

SIXTH:

- A. The BOR, acting upon a recommendation of a Presidential Search Committee, by an affirmative vote of at least five (5) members, shall appoint the President of UOG, for a specified contractual term (17 GCA, § 16110). The President's duties, compensation, salary, and endowment shall be determined by the BOR. The President shall be the executive head of the internal operating organization of UOG and shall be responsible for the administration of the academic, business and service activities thereof. The President of UOG shall serve as Executive Secretary of the BOR.
- B. The President shall possess desirable qualities as an educational leader and administrator of a higher education institution. Among the requirements that the holder of the office must adequately satisfy are:
 - 1. Knowledge and understanding of the people of Guam and Micronesia.
 - 2. Training and experience in research, teaching, or the administration of higher education or similar discipline.

3. Possession of a terminal degree from a recognized institution of learning. Additional requirements may be prescribed by the BOR.
- C. The BOR shall set the tenure of office for the President. However, the term of employment for the position of President shall not end six (6) months prior to or six (6) months after an election for Senators and Governor and Lieutenant Governor. The BOR by an affirmative vote of at least five (5) members may renew the contract of a President. Similarly, by an affirmative vote of at least five (5) members, the BOR may terminate the services of the President for cause in the same manner and procedure that a Regent may be removed.
 - D. When a vacancy occurs in the office of the President, the BOR will establish a Presidential Search Committee and/or an additional Advisory Committee to solicit by advertisement candidates for the position of President, accept and review applications, interview applicants, and select from the applicants the top three (3) qualified candidates who meet the requirements enumerated by law and prescribed by the BOR. The applications of these three (3) persons shall be forwarded to the entire Board of Regents for its consideration and selection of the UOG President.

The Presidential Search Committee shall have, at a minimum, the BOR Chairperson, two (2) current non-student BOR members, one (1) Community Representative, UOG Faculty Senate President, and the UOG Student Government Association President. The BOR may add to the Presidential Search Committee, or to serve on an Advisory Committee, the UOG Faculty Union President, Staff Council Chairperson, Administrative Council Chairperson, and/or one (1) representative, who is not a Regent, from each of the following organizations: UOG Alumni Association, UOG Endowment Foundation Board of Directors, and/or Regent Nominating Council. The BOR Chairperson will serve as the Presidential Search Committee Chair or, in the alternative, the Presidential Search Committee may elect its own Chairperson.

The BOR will establish a budget for the Presidential search and may obtain the services of an experienced, professional organization with expertise in presidential searches to conduct training and/or conduct the UOG Presidential search.

SEVENTH:

This Corporation shall have no capital stock or shareholders. The Corporation shall be operated by the BOR for the use and benefit of Guam.

EIGHTH:

Neither the BOR nor the UOG President, officers, agents and employees of the Corporation shall be personally liable for its debts or obligations by reason of their respective capacities.

NINTH:

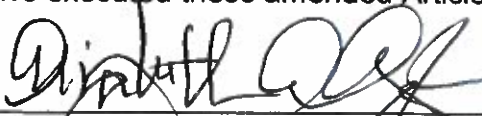
The life of this Corporation shall be in perpetuity unless sooner dissolved.

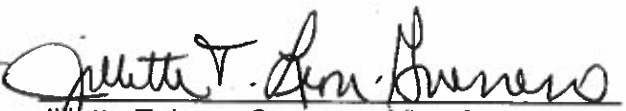
TENTH:


These Articles of Incorporation are subject to the provisions of Public Law 131-194, as amended by Public Law 17-55, and Public Law 19-40 which provisions, so far as may be

applicable, shall be a part of these articles and to the extent that any provision of these articles shall conflict therewith, said public laws shall prevail.

IN WITNESS WHEREOF, the undersigned members of the BOR of UOG by a majority vote have executed these amended Articles of Incorporation on August 23, 2018.



Elizabeth C. Gayle, Chairperson

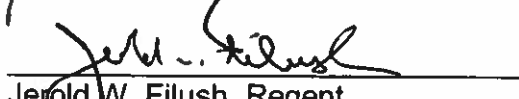

Jillette T. Leon Guerrero, Vice Chairperson


Elvin Y. Chiang, Treasurer


Christopher K. Felix, Regent


Mari Flor Herrero, Regent



Hyo Sang Ji, Regent


Jerold W. Filush, Regent


Liza J. Provido, Regent



Annie Fay Camacho, Student Regent

ATTESTED:


Thomas W. Krise, Ph.D., Executive Secretary

**State of Guam U.S.A)
County of Tamuning)**

**This instrument acknowledged before
me this 23rd day of August, 2018.
by the above-named persons
Witness my hand and official seal.**


Gloria C. Taitano
Notary Public

**GLORIA C. TAITANO
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: SEPT. 14, 2021
Commission No. NP-17-0120P
P.O. Box 4539 Hagatna, Guam 96932**



**UNIVERSITY OF GUAM BOARD OF REGENTS
AMENDED BYLAWS**

ARTICLE I. OFFICES

Section 1. Location

The principal office for the transaction of the business of this Corporation, named as the University of Guam (UOG), shall be located in the Administration Building of UOG, municipality of Mangilao, Guam.

Section 2. Other Offices

Branch or subordinate offices may at any time be established by the Board of Regents (BOR) at any place or places where the Corporation is qualified to do business.

ARTICLE II. REGENTS' MANAGEMENT

Section 1. Powers

Subject to the limitation of the UOG Articles of Incorporation, of these Bylaws and of the laws of Guam, all Corporate powers shall be exercised by or under authority of, and the business and affairs of this Corporation shall be controlled by the BOR.

Section 2. Number and Qualification

The authorized number of Regents of the Corporation shall be nine (9) until changed by amendment to Title 17 Guam Code Annotated (GCA) §16104 and by amendment to the current Articles of Incorporation. All Regents must be citizens of the United States or resident aliens domiciled in Guam for at least three (3) years prior to appointment to the BOR. At least one (1) Regent shall be an alumnum of UOG.

Section 3. Appointment and Term of Office

The Regents shall, subject to the procedures established in Public Law 26-24, the Articles of Incorporation and Bylaws, be nominated by the Regent Nominating Council (RNC), appointed by the Governor of Guam (I Maga'láhen Guåhan), with the advice and consent of the Legislature (I Lehislaturan Guåhan) and, excepting the Student Regent, the terms of the Regents shall be staggered and for six (6) years.

The RNC has sole responsibility to identify, recruit, evaluate, and nominate all qualified candidates for non-student membership on the BOR of UOG. As such, the RNC will follow its own Bylaws outlining its membership and operations for the conduct of a search for non-student Regent candidates and the selection of Regent nominees in accordance with 17 GCA §16104.5.

Pursuant to 17 GCA §16104.6, the Student Regent shall be a full BOR member with all rights, privileges and responsibilities thereof. To be eligible to serve as a Student Regent of the BOR, the person shall be a full-time student at UOG who has completed one (1) year of study (for at least thirty (30) credits) and who has maintained good academic standing as defined by the BOR. The Student Regent shall serve for a term of two (2) years beginning at twelve o'clock noon on the first Monday in May in the year in which he or she is elected.

The BOR shall establish the Student Regent Election Regulations and transmit it to the UOG Student Government Association (SGA) and Dean of Enrollment Management and Student Success for implementation and compliance.

New Regents are appointed by the I Maga'láhen Guåhan with the advice and consent of the I Lehislaturan Guåhan, and the Student Regent is certified by the Chairperson of the BOR. After new Regents and the Student Regent are appointed with advice and consent or certified as BOR members, the Chairperson of the BOR will administer an oath of office to the new BOR members prior to them officially assuming responsibilities. The Executive Secretary of the BOR (UOG President) will administer the oath of office to the Chairperson of the BOR or new members, as needed.

Section 4. Waiver of Notice

When all the Regents are present at any full BOR meeting, however called or noticed, and sign a written consent thereto on the records of such meeting, or, if a majority of the Regents are present (five (5) Regents), and if those not present sign in writing a waiver of notice of such meeting, whether prior to, or after the holding of such meeting, said waiver shall be filed with the Executive Secretary, and the transactions thereof are as valid as if he/she had a meeting regularly called and noticed.

Section 5. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given to absent Regents if the time and place be fixed at the meeting adjourned.

Section 6. Quorum and Voting

A majority of the Regents shall be necessary to constitute a quorum for the transaction of business, provided that a minority of the Regents, in the absence of a quorum, may adjourn from time to time, but may not transact any business. A minimum of five (5) Regents must be present to constitute a quorum for a full BOR meeting, and an affirmative vote of five (5) members or more is required for any action to be valid.

If needed, one (1) Regent traveling off-island may participate in a BOR Committee meeting via electronic or digital devices and may be included as part of the quorum and voting. Participation via electronic or digital devices does not apply to full BOR meetings.

ARTICLE III. CODE OF CONDUCT

In accordance with institutional integrity principles outlined by the Association of Governing Boards (AGB) and encouraged by the Western Association of Schools and Colleges, the BOR passed the following Code of Conduct in BOR Resolution 02-1.

Section 1. Code of Conduct

1. To become familiar with and committed to the major responsibilities of a governing BOR for the UOG:
 - a. To appoint and remove the President
 - b. To support the President

- c. To monitor the President's performance
 - d. To clarify the mission
 - e. To approve long-term plans
 - f. To approve the educational program
 - g. To ensure financial solvency
 - h. To preserve institutional independence
 - i. To enhance the public image
 - j. To assess BOR performance
2. To exercise the powers and responsibilities of the BOR given in the UOG Articles of Incorporation.
 3. To be independent-minded and to focus on the intersection between society and the academic institution.
 4. To base BOR decisions on how the institution can best serve the public trust by respecting the boundaries of the institution's mission.
 5. To be willing to make unpopular decisions in the best interest of the institution and society.
 6. To serve as models of public conduct through our personal demeanor, public respect for civilized dialogue, strict avoidance of conflict of interests, and commitment to BOR self-regulation and periodic self-assessment.
 7. To articulate intellectual integrity and academic freedom that are at the heart of the historical justification for self-governance in universities.
 8. To resist pressure from outside individuals to intervene on behalf of a particular student or group of students, or employee(s).
 9. To ignore directives from political leaders to vote a certain way on such policy matters as admissions, curriculum content, program approvals, and the selection of BOR Officers and institutional administrators.
 10. To refuse to change the composition of the BOR to designate seats for members expected to represent interests.
 11. To oppose proposals from political leaders to restructure or abolish boards that have resisted or neglected their wishes.
 12. To avoid favoring particular economic interests.
 13. To not be manipulated in the Presidential search process to ensure the selection of a candidate favorable to the faculty, alumni, political party, business leaders, or special interest groups.
 14. To support the institution's fund-raising efforts through personal giving in accordance with one's means and to be willing to share in the solicitation of others.
 15. To devote time to learn how the institution functions – its uniqueness, strengths and needs - its place in post-secondary education.

16. To carefully prepare for, regularly attend, and actively participate in, BOR meetings and BOR Committee assignments.
17. To accept and abide by the fiscal responsibilities of the BOR as specified by UOG Charter, UOG Articles of Incorporation, Bylaws, applicable UOG Policy and associated manuals, and government statutes and regulations.
18. To vote according to one's personal conviction, to challenge the judgment of others when necessary; yet to be willing to support the majority decision of the BOR and work with the other BOR members in a spirit of cooperation.
19. To maintain confidential BOR deliberations and avoid acting as spokesperson for the entire BOR, unless specifically authorized to do so.
20. To understand the role of the BOR as a policy-making body and to avoid participation in the actual administration of policy.
21. To learn and use consistently designated institutional channels when conducting BOR business in matters dealing with employees and students.
22. To comply with conflict of interest policies and disclosure forms developed by the BOR.
23. To refrain from actions and involvement that might prove embarrassing to the BOR and UOG, and to resign if such actions or involvements develop.
24. To always make judgments based on what is best for the institution as a whole and for the advancement of higher education rather than to serve a special interest.

ARTICLE IV. OFFICERS

Section 1. Officers

The Officers of the Corporation shall be a Chairperson of the BOR, a Vice Chairperson, a Treasurer, and the UOG President, who shall also be the Executive Secretary of the BOR. The Corporation may also have, at the discretion of the BOR, one or more Vice Chairpersons, one or more Assistant/Acting Secretaries, and such other Officers as may be appointed in accordance with the provisions of Section 3 of this Article. One (1) Regent may not hold two (2) or more offices.

Section 2. Election

The Officers of the Corporation, except such Officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen in April of each year by the BOR, and each shall hold such office until the Officer shall resign or shall be removed or otherwise disqualified to serve, or a successor shall be elected and certified.

Section 3. Subordinate Officers, etc.

The BOR may appoint such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties, as are provided in the Bylaws or as the BOR may from time to time determine. All such

appointments shall be made in accordance with 17 GCA §16108 and §16114, and as may hereafter be further amended.

Section 4. Removal and Resignation

A member of the BOR may be removed by a majority vote of five (5) or more Regents for malfeasance in office or for persistent neglect or inability to discharge duties, or for offenses involving moral turpitude, and for no other cause, at any regular or special meeting of the BOR. However, no member of the BOR shall be removed from office before a written bill of particulars shall have been given to the accused and before an investigation and an open hearing shall have been had. Any member who removes his residence from Guam shall be deemed to have vacated his office, thereby creating a vacancy on the BOR.

Removal shall be in accordance with 17 GCA §16106, and any applicable, duly promulgated UOG personnel rules and regulations. Nothing in this section shall be interpreted as limiting or being contrary to any tenure or employment rights obtained by any Officer of UOG pursuant to any statute, regulation, contract or otherwise.

Any Officer may resign at any time by giving written notice to the Governor of Guam (I Maga'láhen Guåhan), BOR, and the UOG President. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed by these Bylaws, the Articles of Incorporation, 17 GCA Chapter 16, and Public Law 26-24, and as may hereafter be amended.

When a Student Regent ceases to be a full-time student or falls below the academic standing required for student membership, he or she shall be deemed to have vacated his or her position on the BOR. Any vacancy during the term of a Student Regent shall be filled for the remainder of the term by an election of a majority of the Student Body Senate of a student having the qualifications specified in the Articles of Incorporation and these Bylaws.

Section 6. Chairperson of the BOR

The Chairperson of the BOR shall, if present, preside at all regular and special meetings of the BOR, and exercise and perform such other powers and duties as may be from time to time assigned to him/her by the BOR or prescribed by the Bylaws. The Chairperson also:

- 1) Appoints the Chairperson and members of the BOR Committees and any other Committees.
- 2) Acknowledges communications, petitions, requests and proposals on behalf of the BOR and refers same to the UOG President or appropriate Committee of the BOR for action or recommendation.
- 3) Maintains liaison with the UOG President to facilitate an effective working relationship between the administration and the BOR.
- 4) Approves all press releases and public statements made by the BOR.
- 5) Approves agenda items for any regular or special meeting of the BOR.
- 6) Coordinates the efforts of the BOR Committees to strengthen their roles and functions.

- 7) Performs such other duties as may be from time to time assigned by the BOR or prescribed by the Bylaws.
- 8) Acts as spokesperson for the BOR when required.

Section 7. Vice Chairperson

In the absence or disability of the Chairperson of the BOR, the Vice Chairperson designated by the BOR shall perform all the duties of the Chairperson of the BOR, and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as from time to time may be prescribed for respectively by the BOR or the Bylaws.

Section 8. Treasurer

The Treasurer provides general supervision and oversight of the financial and other assets of the Corporation. The Treasurer also:

- 1) Keeps and maintains, or causes to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. Any surplus, including earned surplus, shall be classified according to source and shown in a separate account. The books of account shall at all reasonable times be open to inspection by any Regent.
- 2) Deposits all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the BOR. He/she shall disburse the funds of the Corporation as may be ordered by the BOR, shall render to the Chairperson and Regents, whenever they request it, an account of all his/her transactions as treasurer and of the financial condition of the Corporation.
- 3) Has such other powers and perform such other duties as may be prescribed by the BOR or the Bylaws.

Section 9. Executive Secretary

The Executive Secretary (UOG President):

- 1) Keeps, or causes to be kept, a book of minutes, at the principal office or such other place as the BOR may order, of all meeting of Regents, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at Regents' meetings.
- 2) Schedules and sets regular or special meetings of the BOR in consultation with the Chairperson of the BOR and as prescribed by the Bylaws.
- 3) Prepares and distributes agenda for each of the regular, special, and Committee meetings.
- 4) Secures information from UOG on matters under consideration by the BOR.
- 5) Maintains, collects, and preserves the official records of the BOR.
- 6) Collates and provides an index of policies which are adopted by the BOR.
- 7) Keeps the seal of the Corporation in safe custody.
- 8) Is a non-voting participant at BOR meetings.
- 9) Performs additional duties as assigned by the BOR.

Section 10. UOG President

Subject to such supervisory powers, if any, as may be given by the BOR to the Chairperson of the BOR, the UOG President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the BOR, have general supervision, direction, and control of the business and Officers of the Corporation. The President shall be an *ex officio* member as the Executive Secretary of the BOR and all standing Committees, including the Executive Committee, if any, and shall have the general powers as prescribed by the BOR or the Bylaws. The President, in accordance with the provisions of the UOG Policy and associated manuals, and the existing BOR/Faculty Union Agreement, guided by the recommendations of Search Committees, and upon the recommendation of appropriate administrators, appoints faculty and administrators as may be necessary to fulfill the mission and purposes of UOG.

The President shall also serve as Executive Secretary of the UOG Endowment Foundation, and Chairperson for the Research Corporation of UOG (RCUOG).

Section 11. Orientation of New Regents

Orientation of new Regents is the responsibility of the Chairperson, individual Regents, the President, and his/her staff. New Regents shall receive a copy of a BOR Orientation Handbook and supporting materials. Additionally, individual or group Regent orientation meetings may be arranged as necessary.

P.L. 32-031 (5 GCA Chapter 43, §43116) requires the BOR to establish an educational program to prepare its members for their duties and that each member shall complete the educational program within thirty (30) calendar days of his/her confirmation by the Legislature (I Lehislaturan Guåhan) to the BOR, and annually thereafter as a form of continuing education.

P.L. 28-76 (4 GCA Chapter 15 § 15409) requires any person appointed as a Regent to attend an Ethics in Government program within the first six (6) months of a member's appointment and to attend a refresher Ethics in Government program at least once every four (4) years.

Section 12. Indemnification of Regents and Officers

Each Regent and Officer of the Corporation, now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such Regent or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him/her as such Regent or Officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him/her in connection with any such claim or liability, provided, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his/her own willful misconduct or gross negligence. The amount paid to any Regent or Officer by way of indemnification shall not exceed his/her actual, reasonable, and necessary expense. The right of indemnification provided for herein shall not be exclusive of any rights to which any Regent or Officer of the Corporation may otherwise be entitled by law.

ARTICLE V. BOR MEETINGS AND COMMITTEES

Section 1. Place and Schedule of BOR Meetings

Regular meetings of the BOR are held at UOG, the principal office of the Corporation. Special meetings of the BOR may be held either at a place so designated or at the principal office.

Regular meetings will be held no fewer than four (4) times a year, coincidental with significant established events at UOG, or as otherwise necessary. The times and dates of the regular meetings will be determined by the BOR after discussion with University Administration, allowing for flexibility in scheduling, in the best interests of UOG. A Schedule of Meetings for the year will be adopted at the April meeting when elections are held. Special meetings may be called by the Chairperson or by the call of a majority of the Regents, as often as may be necessary. Meetings of the BOR, regular or special, shall be subject to the Open Government Law of Guam (5 GCA, Chapter 8). Notice shall be given at least five (5) working days, with a second notice at least forty-eight (48) hours, prior to the time of the meeting.

Section 2. Special BOR Meetings – Notices

Special meetings of the BOR for any purpose or purposes shall be called at any time by the Chairperson or, if he/she is absent or unable or refuses to act, by the majority of the members. Written notice of the time and place of special meetings shall be delivered personally to each Regent by letter, telephone call, or by secured internet messaging. Notice shall be given at least five (5) working days, with a second notice at least forty-eight (48) hours prior to the time of the meeting, in accordance with the Open Government Law (5 GCA, Chapter 8).

Section 3. Conduct of Meetings

The conduct of BOR meetings and Committee meetings will be guided by the most recent version of Robert's Rules of Order. The Executive Secretary will serve as parliamentarian and clarify rules, as needed.

Section 4. Committee Meetings and Procedures

The following procedures govern matters for consideration by respective Committees:

- 1) The Committee Chairperson selects or approves the date, place of meeting, and approves an agenda in consultation with the Administration.
- 2) Meeting materials or packets are normally distributed at least three (3) days before the meeting date and time to BOR Committee members and respective UOG administrators, faculty, or staff involved.
- 3) A quorum of the BOR Committee is needed to conduct business at any meeting. Only Regents are eligible to vote; the Executive Secretary does not vote. More than half or three (3) of the BOR Committee members must be present to constitute a quorum.
- 4) Meeting procedures follow agenda items. Appropriate UOG support for the taking of minutes is assigned by the Executive Secretary.
- 5) A majority vote determines any action of the Committee. Such action includes but is not limited to: a recommendation to the full BOR; return of the item to the Administration for more information or work; or deciding that no further action is needed. The Committee determines whether the matter will be referred to the full BOR or not.
- 6) Committee minutes are documented and filed in the President's Office. If the action is to recommend to the full BOR, the minutes may constitute part of the packet to be used for deliberation by the full BOR during a regular or special meeting, and made public after it has been approved.

Committees facilitate the review of, and make recommendations on, policy matters needing the action of the full BOR. Recognizing that authority to act on all matters is reserved for the full BOR, Committees research, review, consider, and make recommendations to the full

BOR for action. Committees have four (4) Regents, and a quorum will be at least three (3) Regents. All BOR actions are addressed through at least one of the BOR committees before being presented to the full BOR.

The Chairperson of each Committee is appointed annually by the Chairperson of the BOR, following the April election. Regents volunteer, or are appointed to Committees, based on interest, background, and experience. Committees facilitate the work of the BOR by interfacing with the UOG Administration and are subject to the provisions of the UOG Articles of Incorporation, the Bylaws, and those powers delegated by the BOR itself.

The BOR Committees, their functions, and procedures are below.

Section 5. Academic, Personnel, and Tenure (AP&T) Committee

- 1) Reviews and makes recommendations on new degree programs offered at UOG.
- 2) Reviews and makes recommendations on the list of approved administrative positions at UOG.
- 3) Reviews and makes recommendations on all other academic matters needing the attention and action of the BOR as established in the UOG Policy and associated manuals, the BOR/Faculty Union Agreement, and the Western Association of Schools and Colleges (WASC) Senior College and University Commission (WSCUC) Handbook of Accreditation.
- 4) Reviews and makes recommendations on the Academic Master Plan of the University.
- 5) Reviews and makes recommendations on personnel matters as provided in the Personnel Rules and Regulations for Classified Service Employees, the UOG Policy and associated manuals, and the BOR/Faculty Union Agreement.
- 6) Reviews and considers policies and practices relating to UOG personnel.
- 7) Reviews and makes recommendations relative to applications for promotion and/or tenure following the recommendation of the Administration.
- 8) Reviews and makes recommendations relative to other matters referred to the Committee by the UOG Administration.

Section 6. Student Affairs, Scholarships, Alumni Relations, and Honorary Degrees (SASARHD) Committee

- 1) Reviews and makes recommendations on awards to new and continuing recipients of the professional-technical and student loan awards funded by the Government of Guam.
- 2) Reviews and makes recommendations for approval of merit award recipients to UOG.
- 3) Reviews and makes recommendations on rules and regulations for the administration of the Government of Guam Student Financial Assistance Programs (SFAP).
- 4) Reviews and makes recommendations for approval of recipients of the ROTC scholarship, Regent Scholarship, Nursing Scholarship, and other scholarships.
- 5) Provides liaison between the BOR and the UOG Alumni Association.
- 6) Reviews and makes recommendations of persons worthy to receive an honorary degree to be conferred during UOG Commencement Exercises.
- 7) Reviews and makes recommendations on Commencement Speakers.
- 8) Reviews and makes recommendations relative to other matters referred to the Committee by the UOG Administration.

Section 7. Budget, Finance, and Audit (BFA) Committee

- 1) Reviews and makes recommendations on the budget process, budget proposals, expenditure plans, and development plans of UOG.
- 2) Exercises general oversight of the financial reports of UOG.
- 3) Reviews and makes recommendations on the Fiscal Master Plan of UOG.
- 4) Reviews and makes recommendations on the endowment funds of UOG.
- 5) Reviews and makes recommendations on UOG risk management and insurance policies.
- 6) Reviews and makes recommendations on other fiscal policy matters referred by the Administration.
- 7) Reviews and makes recommendations on the UOG Audit.
- 8) Reviews and makes recommendations relative to other matters referred to the Committee by the UOG Administration.

Section 8. Investment Committee

- 1) Serves as a separate Committee but with the same membership as the BFA.
- 2) Reviews and makes recommendations on the investment of University assets and the Investment Policy.
- 3) Reviews and makes recommendations on UOG's risk management and insurance policies.
- 4) Reviews and makes recommendations on other fiscal policy matters referred by the UOG Administration.

Section 9. Physical Facilities Committee

- 1) Provides direction and guidance for all capital improvements at UOG.
- 2) Reviews and recommends action on the operation and management of UOG facilities.
- 3) Reviews and makes recommendations on the Physical Master Plan of UOG.
- 4) Reviews and makes recommendations on the budget, expenditures, operations and development plans of the UOG Calvo Fieldhouse.
- 5) Reviews and makes recommendations relative to other matters referred to the Committee by the UOG Administration.

Section 10. Executive Committee

- 1) The Executive Committee will consist of the Chairperson, Vice Chairperson, Treasurer, and Executive Secretary.
- 2) Discusses and reviews any actions of special interests, confidentiality, or procedures relevant to Committees, the BOR, or UOG for consideration by the BOR.

ARTICLE VI. EVALUATIONS AND SELF-EVALUATIONS

Section 1. Evaluation of the UOG President

The BOR shall complete an annual evaluation of the UOG President. To assist in the evaluation, the BOR has endorsed the conceptual framework embodied in *Presidential and Board Assessment in Higher Education: Purposes, Policies and Strategies* (Ingram, R. T. and Weary, W.), promulgated by the Association of Governing Boards (AGB) of Universities and Colleges (Resolution No. 03-14). Each year, the BOR Chairperson appoints Regents to serve as the Presidential Evaluation Committee (PEC), an *ad hoc* Committee which conducts the evaluation. Results of the evaluation are discussed with the President. The PEC provides its assessment and recommendations in a confidential report that is reviewed, discussed and acted on during a meeting of the full BOR.

Section 2. BOR Self-Evaluation

The BOR shall perform an annual self-evaluation. To facilitate the process, the Chairperson shall appoint an *ad hoc* committee to determine the procedure to be utilized. The findings of the committee will then be presented to the BOR as a whole for discussion, acceptance or modification to guide the BOR's future development and performance.

ARTICLE VII. CORPORATE RECORDS AND REPORTS – INSPECTION

Section 1. Records

The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in Guam.

Section 2. Inspection of Books and Records

All books and records, required by law, shall be open to the inspection of the Regents at reasonable times and places.

Section 3. Certification and Inspection of Bylaws

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Executive Secretary, shall be open to inspection by the Regents, and any Officer of the Corporation.

Section 4. Checks, Drafts

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed, as necessary, in accordance with UOG policies and procedures, as authorized by the BOR.

Section 5. Contract – How Executed

The BOR, except as in the Bylaws otherwise provided, may authorize any Officer or Officers, agent or agents, to enter into any contract(s) or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the BOR, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

ARTICLE VIII. CORPORATE SEAL

The corporate seal shall be in the shape of a Chamorro sling stone which is elliptic and shall have inscribed thereon the name of the Corporation and the date of its founding as the Territorial College of Guam – 1952.

ARTICLE IX. AMENDMENT TO BYLAWS

Section 1. Powers of Regents

The BOR may adopt, amend or repeal any of these Bylaws, other than a Bylaw or amendment thereof changing the authorized number of Regents, by a vote or written assent of at least five (5) members of the BOR.

Section 2. Record of Amendments

Whenever an amendment or new Bylaws are adopted, they 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 as enacted or written assent was filed shall be stated in said book.

Section 3. Update

These Bylaws shall be reviewed and updated on a recurring basis using no less than a three (3) year cycle review from the last update.

ARTICE X. MISCELLANEOUS

Section 1. Dealing with Corporation and Conflict of Interest

Any Regent or Officer, or any business in which any Regent or Officer has any interest, directly or indirectly, shall be authorized to do business with the Corporation without a conflict of interest arising, providing there is a full and complete disclosure to the BOR who must approve the same by a vote or written assent of at least five (5) members of the BOR. Any Regent making such disclosure shall abstain from such vote.

All decisions of the BOR shall be based on promoting the best interest of UOG and the public good. Regents or Officers will complete and comply with a conflict of interest form designed to maintain the public trust and protect UOG's integrity at all times. Regents or Officers who have declared or been found to have a conflict of interest, shall refrain from participating in the matter; i.e., shall not vote, participate in discussions, or be present at the time of the vote, unless the BOR or UOG Administration requests information or interpretation on the matter.

Section 2. Construction and Definitions

Unless the context otherwise requires the general provision, rules of construction and definitions contained in the statutes of Guam relating to Corporations shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person.

Section 3. BOR Travel

In alignment with Government of Guam travel policy and P.L. 28-68, the UOG Travel Policy authorizes the President and members of the BOR to receive one hundred twenty five percent (125%) of the maximum federal General Services Administration's per diem rate. All travel must be performed either for the direct benefit of UOG or to fulfill a legitimate obligation of UOG. Processing of authorized travel documents will be in accordance with the UOG Travel Policy.

IN WITNESS WHEREOF, the undersigned Regents of UOG by a majority vote have executed these Amended Bylaws on August 23, 2018.

[Signature]
Elizabeth C. Gayle, Chairperson

[Signature]
Jiffette T. Leon Guerrero, Vice Chairperson

[Signature]
Elvin Y. Chiang, Treasurer

[Signature]
Christopher K. Felix, Regent

[Signature]
Mari Flor Herrero, Regent

[Signature]
Hyo Sang Ji, Regent

[Signature]
Jerald W. Filush, Regent

[Signature]
Liza J. Provido, Regent

[Signature]
Annie Fay Camacho, Student Regent

ATTESTED:

[Signature]
Thomas W. Krise, Ph.D., Executive Secretary

State of Guam U.S.A }
County of Tamuning }

This instrument acknowledged before me this 23rd day of August 2018.
by the abovenamed persons

Witness my hand and official seal.

[Signature]
Notary Public

GLORIA C. TAITANO
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **SEPT. 14, 2021**
Commission No. NP.17-0120P
P.O. Box 4539 Hagatna, Guam 96932

