

**RESEARCH CORPORATION
of the UNIVERSITY OF GUAM**

RESOLUTION NO. 14-01

**RELATIVE TO ADOPTING THE ARTICLES OF INCORPORATION AND BY-LAWS
OF THE RESEARCH CORPORATION OF THE UNIVERSITY OF GUAM**

WHEREAS, The Research Corporation of the University of Guam (RCUOG) was established by Public Law 32-114 as a public corporation; and

WHEREAS, the purpose of the RCUOG includes the promotion of assigned educational, scientific and literary pursuits of the University of Guam's grants and contracts through aiding in the development of study, training, and research and to furnish the means and methods to do so; and

WHEREAS, Public Law 32-114 authorizes the RCUOG to enter into contracts, and to coordinate with the work of the government of Guam agencies for the purpose of relating research work to the economic development of Guam whenever practicable and desirable; and

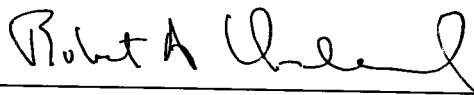
WHEREAS, the RCUOG Articles of Incorporation state the purpose of the organization and must be filed with the Guam Department Revenue and Taxation to legally document the creation of organization; and

WHEREAS, the RCUOG is authorized by Public Law 32-114 to create, adopt, amend and repeal by-laws governing the conduct of its business; and

WHEREAS, the Articles of Incorporation enable the RCUOG to function as envisioned in P.L. 32-114, and the By-laws establish operating procedures for the RCUOG;

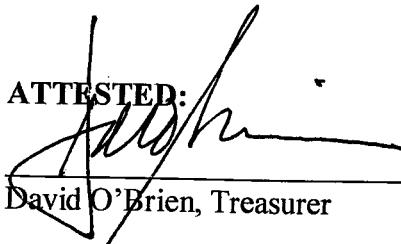
NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby adopts the By-laws and Articles of Incorporation for the Research Corporation of the University of Guam;

Adopted this 8th day of August, 2014.



Dr. Robert A. Underwood, Chairperson

ATTESTED:



David O'Brien, Treasurer

ARTICLES OF INCORPORATION OF
RESEARCH CORPORATION, UNIVERSITY OF GUAM

ARTICLE I

Name

The name of this corporation is the Research Corporation, University of Guam (“RCUOG”). Its principal place of business shall be the University of Guam, with a mailing address of UOG Station, Mangilao, Guam 96923.

ARTICLE II

Enabling Law

This corporation is established as a body corporate under Guam Public Law 32-114, signed into law on February 10, 2014.

ARTICLE III

Purposes

The Research Corporation, University of Guam (“RCUOG”) is established by Guam Public Law 32-114 to provide the University of Guam with an expeditious managerial environment which is necessary to function in the highly competitive research environment and the quest for research funding support from the federal government, the Government of Guam, and private industry, by granting to the Research Corporation, University of Guam administrative flexibility in the conduct of research projects.

The RCUOG shall be a public corporation incorporated on Guam, and shall operate as an integral part of the University of Guam (“University” or “UOG”). It may apply for a 501(c)(3) designation. Its purposes shall include, but are not limited to, the promotion of assigned educational, scientific and literary pursuits of the University’s grants and contracts by:

- (a) encouraging, initiating, aiding, developing, and conducting training, research and study in the physical, biological and social sciences, humanities, and all other branches of learning;
- (b) encouraging and aiding in the education and training of persons for the conduct of the training, investigations, research and study;
- (c) furnishing the means, methods, and agencies by which the training, investigation, research, and study may be conducted, in support of the mission and best practices of the University;

- (d) assisting in the dissemination of knowledge by establishing, aiding, and maintaining professorships or other staff positions, fellowships, scholarships, publications, and lectures;
- (e) engaging in other means of making the benefits of training, investigations, research, and study available to the public; and
- (f) taking any and all other actions reasonably designed to promote these purposes in the interest of promoting the general welfare of the people of Guam.

ARTICLE IV

Authorized Activities and Limitations

Section 1. Notwithstanding any other provision of law, rule or regulation, the RCUOG is authorized to conduct the following activities:

- (a) to create, adopt, amend, and repeal bylaws governing the conduct of its business and the exercise of the powers and performance of duties granted to it or imposed upon it by law;
- (b) to enter into and perform such contracts, leases, cooperative agreements, grants or other transactions on behalf of the University, as may be necessary to facilitate the conduct of the authorized activities described herein;
- (c) to buy, sell, lease, rent, hold, maintain, use, and operate any property, real, personal, or mixed, tangible or intangible, in accordance with the conditions under which it was received and under the purposes of the RCUOG;
- (d) to submit each year for the approval of the Board of Directors an annual budget; such budget will include projected income, including indirect/facilities and administrative revenue, and a cost of operating expenses of the RCUOG, as well as the distribution plan of the net proceeds for the University's use, which shall include a reasonable corporate reserve; the allocation of RCUOG created/allocated indirect/facilities and administrative cost will be determined by the Board of Directors, and following UOG-BOR Resolution 08-40;
- (e) to receive through University policies and procedures, by gifts, grants, devises, bequests, or otherwise from private or public sources, any property, real, personal, or mixed, intangible or tangible, absolutely or in trust, to be used and disposed of, either the principal or the income therefrom, in accordance with the conditions under which it was received; *except*, that no gift to the RCUOG shall be accepted *unless* approved or confirmed by the RCUOG Board of Directors;
- (f) to facilitate multi-year contracts;
- (g) to have a corporate seal;

- (h) to sue and to be sued in its own name, and to indemnify the University against losses incurred specific to that activity;
- (i) to serve as trustee or beneficiary under terms of any gift, indenture, or will;
- (j) to apply for, take out, receive by purchase or gift, hold, administer, and dispose of copyrights, patents rights, licenses, assignments of inventions, discoveries, processes, and other property, rights or interest therein, the income thereof, absolutely or subject to such conditions or trusts as may be attached thereto or be imposed thereon, and to obligate itself to perform and execute any and all such conditions or trusts in furtherance and compliance with UOG's Intellectual Property Policy;
- (k) to conduct research, studies, experiments, investigations, and tests in all fields of knowledge; to promote and develop the scientific and commercial value of inventions, discoveries, and processes; and to make published, and distribute the results thereof;
- (l) to do any and all other acts reasonably necessary to carry out the objectives and purposes of the RCUOG and the University, as approved by the University and the RCUOG Board of Directors;
- (m) to coordinate and correlate activities and projects of the RCUOG with the work of government of Guam agencies for the purpose of relating research work to the economic development of Guam whenever practical or desirable;
- (n) to stimulate and promote cooperative research projects and activities;
- (o) to establish and maintain, or to assist in establishing and maintaining, scholarships, fellowships, and professorships, and other staff positions for the purpose of aiding in the acquisition and dissemination of knowledge; and to enter into agreements or contracts with other corporations, organizations, institutions, or persons for this purpose and to pay the necessary and appropriate expenses therefor;
- (p) to prepare, print, or publish any manuscript, research article, report, study, discussion reference, collection, or any pictorial or schematic representation or group or collection thereof, whether it belongs to or is the work of any government of Guam agency or its employees, or the University or one of its faculty members or employees, or the RCUOG or its employees, or a contractor of RCUOG. The printing or publication may be accomplished through whatever person, company, or agency is deemed most appropriate by the Board of Directors.
- (q) promulgate rules and regulations for the hiring, employment, procurement and property set forth by RCUOG Policy, and the requirements applicable to each major grant program and on internal control over compliance in accordance with OMB Circulars A-133 and A-21, and Federal Acquisition Requirements.

Section 2. No part of the net earnings of RCUOG shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the RCUOG shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the RCUOG shall be the carrying on of propaganda or

otherwise attempting to influence legislation. RCUOG will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, RCUOG shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws).

Section 3. The RCUOG shall have no capital stock, pay no dividends, distribute no part of the income to its directors or officers, and the private property of its directors and officers shall not be liable for the debts of the RCUOG.

ARTICLE V

Membership

Section 1. The RCUOG shall have no members, other than the persons constituting its Board of Directors, and the persons for the time being constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to non-profit corporations or otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

Section 2. The voting and other rights and privileges of the directors of the RCUOG shall be set forth in the bylaws of the RCUOG.

Section 3. No director of RCUOG shall have any personal, proprietary or beneficial interest in the property of RCUOG, either during its corporate existence or upon its dissolution, it being expressly provided that all property acquired by the corporation, real or personal, and all increments, interests or earnings thereof are and shall be devoted in perpetuity and irrevocably dedicated to charitable and scientific purposes, and in the event of liquidation, dissolution or abandonment of this corporation, its property will not inure to the benefit of any private person.

ARTICLE VI

Board of Directors and Management

Section 1. The affairs of the RCUOG shall be under the general management and control of the RCUOG Board of Directors. The Board of Directors *shall* consist of up to ten members, as follows:

- (1) Ex-officio Chief Executive Officer– UOG President;
- (2) Ex-officio Member – Senior Vice President of Academic and Student Affairs;

- (3) Ex-officio member – Vice President for Administration and Finance;
- (4) UOG President appointee of up to three (3) members (minimum of two representing the community at large);
- (5) UOG Research Council appointee of one member;
- (6) UOG Faculty Senate appointee of one member; and
- (7) UOG Board of Regents appointees of two (2) UOG Board of Regents' members.

Directors shall be removed in accordance with the procedure provided for in the Bylaws.

Section 2. All members of the Board of Directors *shall* serve without pay, but *shall* be entitled to reimbursement for necessary expenses while attending meetings and while in the discharge of duties and responsibilities.

Section 3. The Chairperson of the Board of Directors *shall* be the President of the UOG. The President of the UOG shall have authority and responsibility to monitor and control the use of the UOG's resources and name.

Section 4. The Executive Director shall serve as the managing agent for the Research Corporation of the University of Guam. The initial Executive Director is Cathleen D. Moore-Linn and her physical address is 240A Padua Lane, Ipan-Talofof, Guam, 96915.

Section 5. The names and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Robert A. Underwood	109 Elaine Drive, Tamuning, GU 96913
Dr. Anita Borja Enriquez	157F Pale Leon Murphy St., Tamuning, GU 96913
David M. O'Brien	350 Chalan Famha, Ordof-Chalan Pago, GU 96910
Dr. Kathleen A. Moots	125 Tun Ramon Baza Court, Yona, GU 96915
Dr. Terry J. Donaldson	28 Calle de Silencio, Yona, GU 96915
Joseph F. Ada	384X Tan Rita St., Yigo, GU, 96929
William D. Leon Guerrero	120 Jose B. Atoigue Ct., Yona, GU, 96915
Marcos W.K. Fong	161 US Army Juan C. Fejeran St., Barrigada, GU 96913
Artemio Hernandez	174 Washington Drive Unit 1105 Mangilao, GU 96923
Ray Sanchez Topasna	105 Mendiola Ct., Sinajana, GU 96910

ARTICLE VI

Officers

Section 1. The officers of the RCUOG shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, and such other officers as may be provided for in the Bylaws.

Section 2. The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office and the manner of removing officers shall be as set forth in the Bylaws.

Section 3. There *shall* be an Executive Director of the RCUOG who shall be appointed by the Board of Directors.

ARTICLE VII

Term of Existence

The RCUOG shall commence corporate existence upon the date of signing and the filing of these Articles of Incorporation with the Guam Department of Revenue and Taxation. It shall have perpetual existence as an integral part of the UOG, unless otherwise provided for under Guam law and these Articles of Incorporation.

ARTICLE VIII

Dissolution

In the event of dissolution of the RCUOG, all of its property, real, personal, and mixed, and wheresoever situated, *shall* vest immediately and absolutely in the UOG.

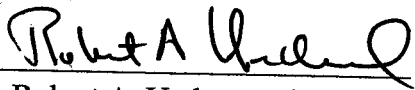
ARTICLE IX


Amendments

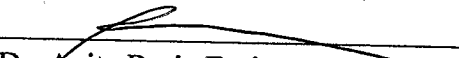
Section 1. These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board or by all directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, and in all instances, with the written concurrence of the President of the UOG and the approval of the Board of Regents; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each director of the corporation at least five (5) working days prior to the meeting at which such amendment of the Articles of Incorporation is to be voted upon.

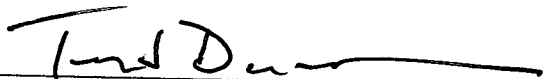
Section 2. Whenever an amendment of the articles of incorporation or new bylaw is adopted, such amendment or bylaw *shall* be attached to the original articles or bylaws in the office of the RCUOG and a copy thereof duly certified to by a majority of the directors and countersigned by the secretary or clerk of the RCUOG, *shall* be filed with the Director of Revenue and Taxation, who *shall* attach same to the original articles of incorporation and original bylaws on file in his office and charge the applicable amount for this service.

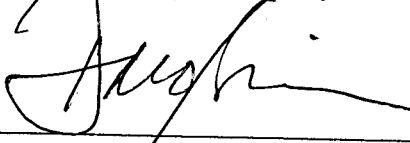
IN WITNESS WHEREOF, we have hereunto set our hands this 8th day of August, 2014.


Dr. Robert A. Underwood, Chairperson

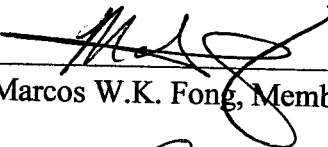

Dr. Kathleen A. Moots, Member



Dr. Anita Borja Enriquez, Vice Chairperson

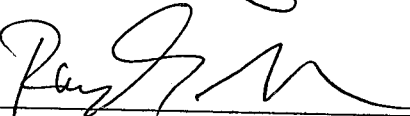

Dr. Terry J. Donaldson, Member

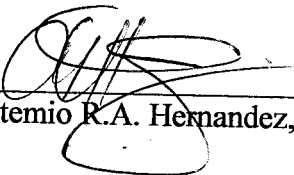

David M. O'Brien, Treasurer


Joseph F. Ada, Member


Marcos W.K. Fong, Member


William Leon D. Guerrero, Member


Ray Sanchez Topasna, Member


Artemio R.A. Hernandez, Member

On this 8th day of August, 2014, before me, the undersigned notary, personally appeared **Robert A. Underwood**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.

CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913


NOTARY PUBLIC

On this 8th day of August, 2014, before me, the undersigned notary, personally appeared **Anita Borja Enriquez**, the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.

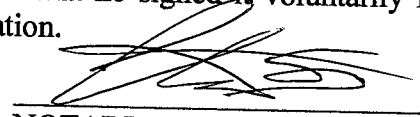
CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913



NOTARY PUBLIC

On this 22 day of August, 2014, before me, the undersigned notary, personally appeared **David M. O'Brien**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.

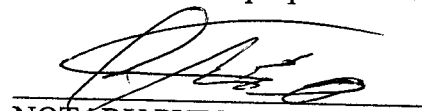
CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913



NOTARY PUBLIC

On this 8th day of August, 2014, before me, the undersigned notary, personally appeared **William D. Leon Guerrero**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.

CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913



NOTARY PUBLIC

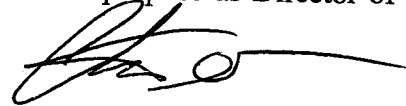
On this 5th day of September, 2014, before me, the undersigned notary, personally appeared **Marcos W.K. Fong**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.

CORINNA M. DORNON
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **Apr. 17, 2016**
721 Rt. 10 Mangilao, Guam 96913



NOTARY PUBLIC

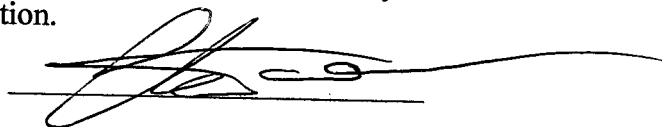
On this 8th day of August, 2014, before me, the undersigned notary, personally appeared **Kathleen A. Moots**, the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.



CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913

NOTARY PUBLIC

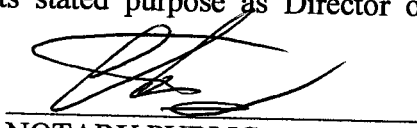
On this 22 day of August, 2014, before me, the undersigned notary, personally appeared **Terry J. Donaldson**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.



CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913

NOTARY PUBLIC

On this 8th day of August, 2014, before me, the undersigned notary, personally appeared **Joseph F. Ada**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.

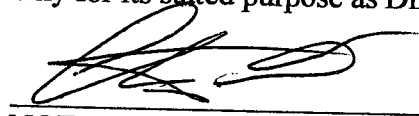


CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913

NOTARY PUBLIC

On this 8th day of August, 2014, before me, the undersigned notary, personally appeared **Ray Sanchez Topasna**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.

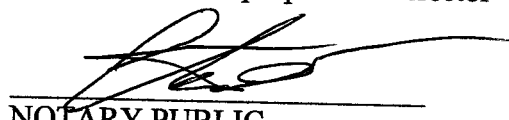
CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913



NOTARY PUBLIC

On this 8th day of August, 2014, before me, the undersigned notary, personally appeared **Artemio R.A. Hernandez**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.

CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913



NOTARY PUBLIC

BYLAWS OF
THE RESEARCH CORPORATION OF THE UNIVERSITY OF GUAM

ARTICLE I

Name and Location

The name of this corporation is the Research Corporation of the University of Guam ("RCUOG"). The principal office for the transaction of business shall be the University of Guam ("University" or "UOG"), Mangilao, Guam 96923.

ARTICLE II

Board of Directors

Section 1. Powers. Subject to the limitation of Guam Public Law 32-114, the RCUOG Articles of Incorporation and Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be controlled by the Board of Directors. Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of the RCUOG.

Section 2. Authorized Activities. Notwithstanding any other provision of law, rule or regulation, the RCUOG is authorized to conduct the following activities:

- (a) to create, adopt, amend, and repeal by-laws governing the conduct of its business and the exercise of the powers and performance of duties granted to it or imposed upon it by law;
- (b) to enter into and perform such contracts, leases, cooperative agreements, grants or other transactions on behalf of the UOG, as may be necessary to facilitate the conduct of the authorized activities described herein;
- (c) to buy, sell, lease, rent, hold, maintain, use, and operate any property, real, personal, or mixed, tangible or intangible, in accordance with the conditions under which it was received and under the purposes of the RCUOG;
- (d) to submit each year for the approval of the Board of Directors an annual budget; such budget will include projected income, including indirect/facilities and administrative revenue, and a cost of operating expenses of the RCUOG, as well as the distribution plan of the net proceeds for the UOG's use, which shall include a reasonable corporate reserve; the allocation of RCUOG created/allocated indirect/facilities and administrative cost will be determined by the Board of Directors, and following UOG-BOR Resolution 08-40;
- (e) to receive through UOG policies and procedures, by gifts, grants, devises, bequests, or otherwise from private or public sources, any property, real, personal, or mixed, intangible or tangible, absolutely or in trust, to be used and disposed of, either the

principal or the income therefrom, in accordance with the conditions under which it was received; *except*, that no gift to the RCUOG shall be accepted *unless* approved or confirmed by the RCUOG Board of Directors;

- (f) to facilitate multi-year contracts;
- (g) to have a corporate seal;
- (h) to sue and to be sued in its own name, and to indemnify the UOG against losses incurred specific to that activity;
- (i) to serve as trustee or beneficiary under terms of any gift, indenture, or will;
- (j) to apply for, take out, receive by purchase or gift, hold, administer, and dispose of copyrights, patents rights, licenses, assignments of inventions, discoveries, processes, and other property, rights or interest therein, the income thereof, absolutely or subject to such conditions or trusts as may be attached thereto or be imposed thereon, and to obligate itself to perform and execute any and all such conditions or trusts in furtherance and compliance with UOG's Intellectual Property Policy;
- (k) to conduct research, studies, experiments, investigations, and tests in all fields of knowledge; to promote and develop the scientific and commercial value of inventions, discoveries, and processes; and to make published, and distribute the results thereof;
- (l) to do any and all other acts reasonably necessary to carry out the objectives and purposes of the RCUOG and UOG, as approved by UOG and the RCUOG Board of Directors;
- (m) to coordinate and correlate activities and projects of the RCUOG with the work of government of Guam agencies for the purpose of relating research work to the economic development of Guam whenever practical or desirable;
- (n) to stimulate and promote cooperative research projects and activities;
- (o) to establish and maintain, or to assist in establishing and maintaining, scholarships, fellowships, and professorships, and other staff positions for the purpose of aiding in the acquisition and dissemination of knowledge; and to enter into agreements or contracts with other corporations, organizations, institutions, or persons for this purpose and to pay the necessary and appropriate expenses therefor;
- (p) to prepare, print, or publish any manuscript, research article, report, study, discussion reference, collection, or any pictorial or schematic representation or group or collection thereof, whether it belongs to or is the work of any government of Guam agency or its employees, or the University or one of its faculty members or employees, or the RCUOG or its employees, or a contractor of RCUOG. The printing or publication may be accomplished through whatever person, company, or agency is deemed most appropriate by the Board of Directors;
- (q) promulgate rules and regulations for the hiring, employment, procurement and property set forth by RCUOG Policy, and the requirements applicable to each major

grant program and on internal control over compliance in accordance with OMB Circulars A-133 and A-21, and Federal Acquisition Requirements.

Section 3. Composition. The Board of Directors *shall* consist of up to ten members, as follows:

- (1) Ex-officio Chief Executive Officer and Chairperson – UOG President;
- (2) Ex-officio Member and Vice Chairperson– Senior Vice President of Academic and Student Affairs (SVP);
- (3) Ex-officio member and Treasurer– Vice President for Administration and Finance (VPAF);
- (4) UOG President appointee of up to three (3) members (minimum of two representing the community at large);
- (5) UOG Research Council appointee of one member;
- (6) UOG Faculty Senate appointee of one member; and
- (7) UOG Board of Regents’ appointees of two (2) UOG Board of Regents’ members.

The Chairperson of the Board of Directors *shall* be the President of the University. The President of the University shall have authority and responsibility to monitor and control the use of the University’s resources and name.

Section 4. Term. The UOG President, the SVP and VPAF shall serve as ex-officio Directors for such time as each individual continues to serve in their respective capacities at the University. The Presidential appointees of up to three (3) members shall serve three (3)-year terms. The UOG Research Council appointee and the UOG Faculty Senate appointee of one member each shall serve two (2)-year terms. The two (2) UOG Board of Regents’ appointees shall serve at the of the UOG Board of Regents’ pleasure.

Section 5. Compensation. All members of the Board of Directors *shall* serve without pay, but *shall* be entitled to reimbursement for necessary expenses while attending meetings and while in the discharge of duties and responsibilities.

Section 6. Stock. The RCUOG shall have no capital stock, pay no dividends, distribute no part of the income to its directors or officers, and the private property of its directors and officers shall not be liable for the debts of the RCUOG.

Section 7. Meetings. Meetings of the RCUOG Board of Directors shall be open and public, and all persons shall be permitted to attend any meetings of the Board; provided, however, that Executive Sessions may be held during any regular or special meeting to consider those matters authorized under Title 5 Guam Code Annotated § 8111.

- A. Regular meetings of the Board of Directors shall be held at the University of Guam, the principal office of the corporation. Regular meetings shall be held at least quarterly at a place and time set by the Board of Directors.
- B. Special Meetings. Special meetings may be held either at a place so designated or at the principal office. Special meetings for any purpose(s) may be called at any time by the Chairman, or if he is absent or unable or refuses to act, by a majority of the directors.

Section 8. Notices.

- A. Notice of Regular Meetings require five (5) working days public notice, and a second public notice at least forty-eight (48) hours prior to the start of the meeting. Compliance with Title II of the Americans with Disabilities Act requirements for effective communication for people with disabilities must also be met.
- B. Notice of Special Meetings require written notice to each member by personal delivery or by mail and five (5) working days public notice, and a second public notice at least forty-eight (48) hours prior to the start of the meeting. Compliance with Title II of the Americans with Disabilities Act requirements for effective communication for people with disabilities must also be met. The Notice shall specify the time and place and the agenda. No other business may be considered at such meetings.
- C. Notice of meetings may be waived in the event of an emergency meeting certified to in writing by the RCUOG. Written notice of an emergency meeting may also be waived as to any member who files with the clerk or secretary of the RCUOG a written waiver of notice.

Section 9. Quorum. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business, provided that a minority of the Directors, in the absence of a quorum, may adjourn from time to time, but may not transact any business.

Section 10. Vacancies. Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay. In the case of the President of the University, the SVP or the VPAF, the person who is acting as the President, SVP or VPAF shall fill the vacancy. In the case of a vacancy of the Directors appointed by the President of the University, additional appointments shall be filled by the President as needed.

Section 11. Removal of Directors. Any Director other than an ex officio Director of RCUOG may be removed at any time by two-thirds vote of the total number of Directors in office; provided, however, that the Director be given the opportunity to respond before taking the vote for removal, which vote shall be held in open session.

Section 12. Director Conflict of Interest.

A. If a transaction is fair to the Corporation at the time it is authorized, approved, or ratified, the fact that any Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

B. In a proceeding contesting the validity of a transaction on the grounds that it is unfair to the Corporation due to a conflict of interest, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors or a committee consisting entirely of Directors, and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors did not constitute a quorum.

C. **Quorum, Voting:** The presence of the Director who is directly or indirectly a party to the transaction described in Section D of this Section, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction.

D. **Indirect Interest:** A Director is "indirectly" a party to a transaction if he or she either:

1. Has a material financial interest in the entity with which the transaction is occurring; or
2. Is an officer, director, or general party with the entity with which the transaction is occurring.

E. **Grant Exception:** If a Director of the Corporation is also an officer or director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that Director is not "indirectly" a party to the transaction so long as the Director does not have a material financial interest in the entity that receives the grant or contribution.

ARTICLE III

Membership

Section 1. The RCUOG shall have no members, other than the persons constituting its Board of Directors, and the persons for the time being constituting its Board of Directors shall,

for the purpose of any statutory provision or rule of law relating to non-profit corporations or otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

ARTICLE IV

Limitations

Section 1. No part of the net earnings of RCUOG shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the RCUOG shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the RCUOG shall be the carrying on of propaganda or otherwise attempting to influence legislation. RCUOG will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, RCUOG shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws).

ARTICLE V

Officers

Section 1. The officers of the RCUOG shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, and such other officers as may be provided for in the Bylaws.

A. Chairperson. The Chairperson shall:

- Preside over all meetings of the Board of Directors;
- Sign, as Chairperson, all contracts and other legal instruments which have been first approved by the Board of Directors;
- Call the Directors together whenever deemed necessary, at least quarterly, and shall, subject to the advice of the Directors, have direction of the affairs of the RCUOG, and shall discharge such duties as may be required of the Chairperson by the Bylaws.
- Assure that the RCUOG's activities and functions are in conformity with Guam Public Law. 32-114.
- Review and approve the RCUOG's annual operating budget and changes thereto.
- Inform the Board in writing whenever (s)he has delegated any of the above duties.

B. Vice-Chairperson. The Vice-Chairperson shall:

- Preside at meetings in the absence of the Chairperson;

- Under the guidance of the Chairperson, be responsible for the overall direction of the programmatic affairs of the RCUOG; i.e., the general focus of research activity and its integration with the academic mission of the University;
 - Report to the Board on programmatic affairs of the RCUOG;
 - Act in place and stead of the Chairperson in the event of the Chairperson's absence or inability to act, and exercise and discharge such other duties as may be required of the Chairperson by the Board.
- C. Secretary. The Secretary shall:
- Keep full and accurate minutes of all meetings of the Board of Directors in a book provided for that purpose;
 - Serve all notices either by law or the Bylaws of RCUOG;
 - Have custody of the corporate seal;
 - Have charge of all official records which shall at reasonable times be open to the inspection of any Director;
 - In general perform all duties incident to the management of the office of Secretary for the Board of Directors.
- D. Treasurer. The Treasurer shall:
- Be responsible for the day-to-day business operations of the RCUOG as carried out by the Executive Director;
 - Establish a bank account or accounts in the name of the RCUOG in such bank(s) as the Board of Directors shall designate;
 - Be responsible for the collection of monies, the payment of bills and keeping of the accounts and books of the corporation.
 - Work closely with the Executive Director to ensure solvency and financial strength of the RCUOG, and in establishing and maintaining written procedures for the financial activities of the RCUOG;
 - Have the books and accounts open to inspection by any Director of the RCUOG at all reasonable times.

Section 2. Executive Director. There *shall* be an Executive Director of the RCUOG who shall be appointed by the Board of Directors. The Executive Director shall:

- Manage the affairs of the RCUOG within the programmatic and fiscal policies of the University and the RCUOG.
- Be responsible to maintain the fiscal viability of the RCUOG and recommend to the Board policies designed to support that objective.
- Regularly attend Board meetings and report to the Board on the affairs of the RCUOG.

- Perform such other duties as the Chairperson and the Board may require.

Section 3. Checks. Checks or drafts on the funds of the RCUOG shall be signed by the Executive Director and at least one (1) other RCUOG officer or employee authorized by the RCUOG Board of Directors.

Section 4. Audit. The Chairperson of the RCUOG shall coordinate for the auditing, at least annually, of the books, records, and accounts of the RCUOG as part of the University's annual audit.

ARTICLE VI

Committees

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

Section 1. Executive Committee. The Board of Directors shall elect at its regular meeting an Executive Committee consisting of the University President, a Director appointed by the Chairperson of the Board of Regents, and up to three (3) other Directors. This committee shall have such responsibilities as may be delegated to it by the Board of Directors. A majority of the Executive Committee shall be sufficient to exercise its authority. Proxies shall not be accepted for any purpose in the meetings of the Executive Committee.

Section 2. Standing Committees. As soon as is practical, the Chairperson of the RCUOG may, subject to the approval of the Board of Directors, appoint such committees as may be deemed necessary and advisable to assist in the conduct of the RCUOG Affairs.

Section 3. Special Committees. The Chairperson of the RCUOG may at any time appoint other committees on any subject for which there are no standing committees.

Section 4. Committee Vacancies. The Board of Directors shall have the power to fill vacancies in the membership of the various committees.

ARTICLE VII

Books and Records

Section 1. Corporate Records The Research Corporation of the University of Guam (RCUOG) must maintain the following books and records at its registered office or principal place of business:

- (A) Accurate and complete books and records of account;

- (B) The original copy of its Bylaws including all amendments and alterations and any other corporate documents;
- (C) The minutes of the proceedings of either the Board of Directors or any committees established by the Board of Directors;
- (D) All documents relating to the Corporation's tax status;
- (E) Recent annual reports;
- (F) Copies of the Corporation's recent newsletters, journals, or other publications;
- (G) Financial statements; and
- (H) All payroll and other personnel records relating to employment.

ARTICLE VIII

Corporate Seal

A corporate seal may be adopted by the Board of Directors which shall have inscribed thereon the name of the corporation, the date of its incorporation, including the word "Guam".

ARTICLE IX

Section 1. Dissolution In the event of the dissolution of the Corporation, all of its property, real, personal, and mixed and wheresoever situated, shall vest immediately and absolutely in the University of Guam within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X

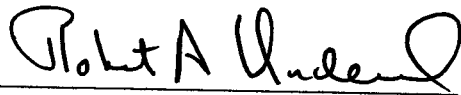
Amendments

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board or by all directors signing a written statement manifesting their intention that an amendment to the Bylaws be adopted, and in all instances, with the written concurrence of the President of the UOG and the approval of the Board of Regents; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each

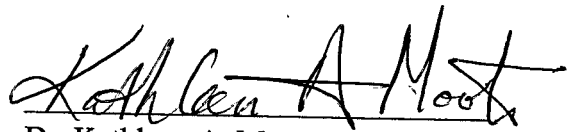
director of the corporation at least five (5) working days prior to the meeting at which such amendment of the Bylaws is to be voted upon.

Section 2. Whenever an amendment of the articles of incorporation or new bylaw is adopted, such amendment or bylaw *shall* be attached to the original articles or bylaws in the office of the RCUOG and a copy thereof duly certified to by a majority of the directors and countersigned by the secretary or clerk of the RCUOG, *shall* be filed with the Director of Revenue and Taxation, who *shall* attach same to the original articles of incorporation and original bylaws on file in his office and charge the applicable amount for this service.

IN WITNESS WHEREOF, we have hereunto set our hands this 8th day of August, 2014.



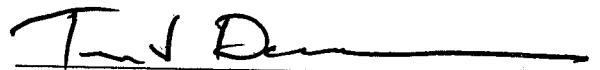
Dr. Robert A. Underwood, Chairperson



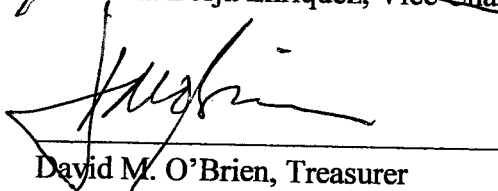
Dr. Kathleen A. Moots, Member



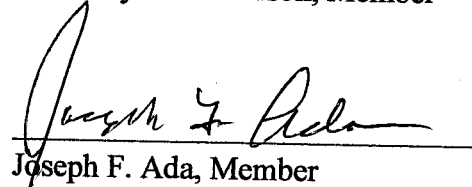
Dr. Anita Borja Enriquez, Vice Chairperson



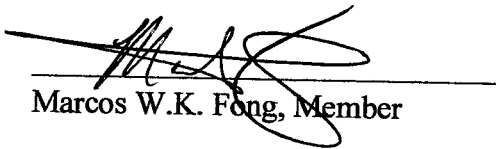
Dr. Terry J. Donaldson, Member



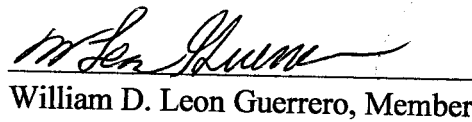
David M. O'Brien, Treasurer



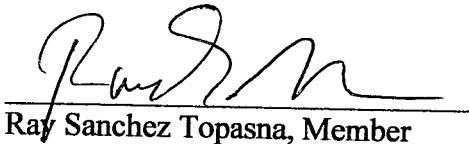
Joseph F. Ada, Member



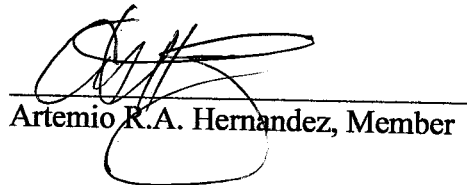
Marcos W.K. Fong, Member



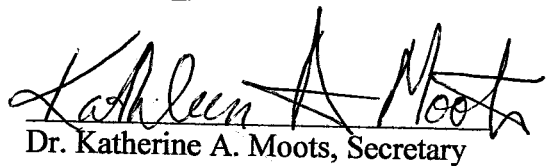
William D. Leon Guerrero, Member



Ray Sanchez Topasna, Member



Artemio R.A. Hernandez, Member



Dr. Katherine A. Moots, Secretary

On this 8th day of August, 2014, before me, the undersigned notary, personally appeared **Robert A. Underwood**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.

CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913



NOTARY PUBLIC

On this 8th day of August, 2014 before me, the undersigned notary, personally appeared **Anita Borja Enriquez**, the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.

CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913



NOTARY PUBLIC

On this 8th day of August, 2014, before me, the undersigned notary, personally appeared **David M. O'Brien**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.


CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913



NOTARY PUBLIC

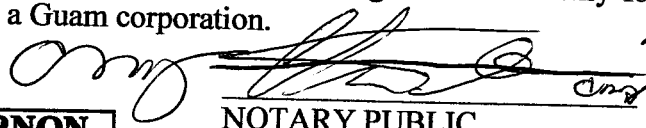
On this 8th day of August, 2014, before me, the undersigned notary, personally appeared **William D. Leon Guerrero**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.

CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913



NOTARY PUBLIC

On this 5th day of September, 2014, before me, the undersigned notary, personally appeared **Marcos W.K. Fong**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.


NOTARY PUBLIC

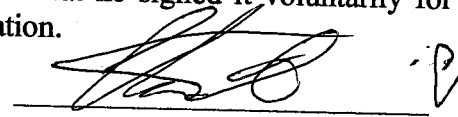
CORINNA M. DORNON
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Apr. 17, 2016
721 Rt. 10 Mangilao, Guam 96913

On this 8th day of August, 2014, before me, the undersigned notary, personally appeared **Kathleen A. Moots**, the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.


NOTARY PUBLIC

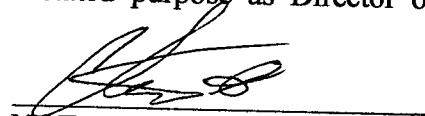
CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: OCT. 01, 2017
PMB 386 STE 101 TAMUNING, GU 96913

On this 22 day of August, 2014, before me, the undersigned notary, personally appeared **Terry J. Donaldson**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.


NOTARY PUBLIC

CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: OCT. 01, 2017
PMB 386 STE 101 TAMUNING, GU 96913

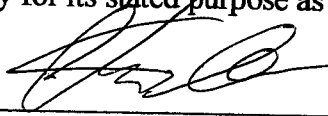
On this 8th day of August, 2014 before me, the undersigned notary, personally appeared **Joseph F. Ada**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.


NOTARY PUBLIC

CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: OCT. 01, 2017
PMB 386 STE 101 TAMUNING, GU 96913

On this 8th day of August, 2014, before me, the undersigned notary, personally appeared **Ray Sanchez Topasna**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.

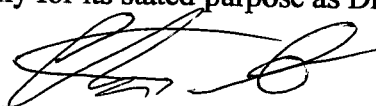
CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913



NOTARY PUBLIC

On this 8th day of August, 2014, before me, the undersigned notary, personally appeared **Artemio R.A. Hernandez**, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Director of the RCUOG, a Guam corporation.

CHRISTOPHER E. ALLEN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **OCT. 01, 2017**
PMB 386 STE 101 TAMUNING, GU 96913



NOTARY PUBLIC