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**CERTIFICATE OF AMENDMENT TO  
BY-LAWS OF  
THE GUAM LAW LIBRARY**

OCT 20 1999


DEPT. OF REV. & TAX  
GOV'T OF GUAM

BLB

The undersigned do hereby certify that they are the president, secretary and a majority of the Board of Trustees of the Guam Law Library, formerly known as the Guam Territorial Law Library, a non-profit, non-stock public educational corporation established pursuant to Public Law 14-155 and do hereby certify that the document attached hereto is a true copy of the By-Laws of the Guam Law Library as amended as of

9/14/99

  
**JUDGE KATHERINE A. MARAMAN**  
President and Trustee

  
**B. ANN KEITH**  
Vice President and Trustee

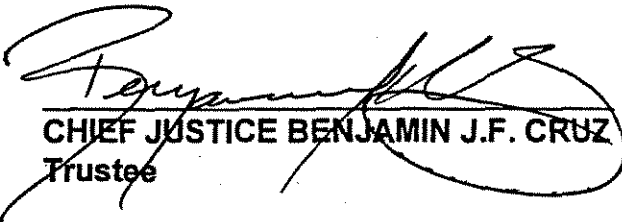
  
**JEHAN' AD MARTINEZ**  
Secretary and Trustee

  
**DEBORAH RIVERA**  
Treasurer and Trustee

  
**CHRISTINE SCOTT-SMITH**  
Trustee

  
**DANA A. GUTIERREZ**  
Trustee

  
**MICHAEL A. PANGELINAN**  
Trustee

  
**CHIEF JUSTICE BENJAMIN J.F. CRUZ**  
Trustee

BY-LAWS  
OF THE  
GUAM LAW LIBRARY

ARTICLE I. MEETINGS

Section 1. Meetings of the Board of Trustees. Meetings of the Board of Trustees shall be held at such time and place as the President of the Board of Trustees shall from time to time determine. Meetings of the Board of Trustees may be called by the President at any time by means of notice by mail, telephone, facsimile, telegraph or personal contact to each trustee. Action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

Section 2. Annual Meeting. The annual meeting of the Board of Trustee shall be held on the first Thursday in January in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day, at 5:00 P.M. at the Law Library in Hagåtña, Guam, or at such time and place as the President shall designate upon notice. At this meeting, officers shall be elected, reports of the affairs of the corporation shall be considered, any other business within the powers of the Board of Trustees may be transacted, and the President shall submit his activities program for the ensuing year.

Section 3. Waiver of Notice. Notice of the time, place and purpose of any meeting of the Board of Trustees, may be waived by telegram, radiogram, cablegram, facsimile or other writing, either before or after such meeting has been held.

Section 4. Quorum. One-third (1/3) of the trustees shall constitute a quorum.

## ARTICLE II. BOARD OF TRUSTEES

Section 1. Number and Term of Trustees. The business, property, and affairs of this corporation shall be managed by a Board of Trustees composed of persons in number, selection and qualification as set forth in Section 28502 of the Government Code of Guam (7 GCA §9203). Trustees shall serve term of office as prescribed by Section 28503 of the Government Code of Guam (7 GCA §9204). Vacancies of the Board of Trustees shall be filled in accordance with subsection (d) of Section 28503 of the Government Code of Guam (7 GCA §9204(d)). No officers, Board or committee member shall receive compensation for his services to the corporation, but each shall be entitled to the reimbursement of his reasonable expenses.

Section 2. Action By Unanimous Written Consent. Any action which may be taken at a meeting of the Board of Trustees may be taken without a meeting if authorized by a writing signed by all of the Trustees, and filed with the Secretary of the corporation.

Section 3. Executive Committee. There shall be an Executive Committee composed of the President, Vice-President, Secretary, Treasurer, and one trustee annually appointed by the President, who may meet at stated times, or on notice by any member of the Executive Committee to all of their own number. During the intervals between the meetings of the Board of Trustees, the Executive Committee shall perform such duties and exercise such powers as may be directed or delegated to the Executive Committee by the Board of Trustees from time to time. The Board of Trustees may delegate to the Executive Committee authority to exercise all the powers of the Board of Trustees, excepting power to amend the Articles and By-laws, while the Board of Trustees is not in session.

Section 4. Removal. Any trustee may be removed with cause at any time by a vote of three-fourths of the entire Board of Trustees at a meeting called for that purpose, after being

given a written statement of the charges against him and a hearing before the Board thereon, if he so requests.

Section 5. Budget. The Board of Trustees shall adopt a budget for each fiscal year showing the anticipated income and tentative appropriations to cover estimated expenses of the corporation, which budget the Board of Trustees shall have authority from time to time to amend.

### ARTICLE III. CORPORATE OFFICERS

Section 1. President, Vice-President, Secretary, Treasurer. The Board shall annually select a President, Vice-President, Secretary and Treasurer from its membership.

Section 2. Removal. Any officer may be removed for cause by a vote of two-thirds of the entire Board of Trustees at a meeting called for that purpose, after being given a written statement of the charges against him and a hearing before the Board thereon, if he so requests.

Section 3. President. The President shall be the chief executive officer of the corporation. He shall:

- (a) Preside at all meetings of the Board of Trustees.
- (b) Submit in writing to the Board of Trustees proposed activities for the ensuing year.
- (c) Appoint committee chairpersons and members with the approval of the Board of Trustees.
- (d) Present such budgetary recommendations as he may deem appropriate.
- (e) See that all orders and resolutions of the Board of Trustees are carried into effect.
- (f) Be an ex-officio member of all standing committees.

Section 4. Vice-President. The Vice-President shall perform such duties as the President may delegate to him or as the Board of Trustees may prescribe. In the event of the absence or disability of the President, the Vice-President shall preside at all meetings of the Board of Trustees and shall perform all other duties of the President, and in the event of a vacancy in the office of the President he shall succeed to the presidency.

Section 5. Secretary. The Secretary shall be responsible for keeping the minutes and records of the corporation. He shall attend to the giving of all notices and shall perform the duties customarily incidental to his office and such other duties as the Board of Trustees may from time to time prescribe. The Secretary may certify to proceedings of the Board of Trustees, or any part thereof, under his hand, verified by an official seal adopted and provided by the Board of Trustees for that purpose. He shall perform such other duties as may be delegated to him by the Board of Trustees or the Executive Committee.

Section 6. Treasurer - Finance.

(a) The Treasurer shall have the custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements. He shall disburse the funds of the corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the President and trustees at the annual meeting of the Board of Trustees, and whenever requested by them, an account of all his transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Trustees he shall deliver to the President of the corporation, and shall keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Board of Trustees, conditioned for faithful performance of the duties of his office, and for restoration to the corporation in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his possession or under his control belonging to the corporation.

(b) Deposit and Withdrawal of Funds. Funds of the corporation shall be deposited in a bank insured by an agency of the United States, designated by the Board of Trustees. Such deposits shall be in the name of "THE GUAM LAW LIBRARY" or, in the case of a special trust fund, in the name of said fund with the addition of the words "THE GUAM LAW LIBRARY", and shall be withdrawn only by check or vouchers signed by any two of the following, as may be authorized by the Board of Trustees: the Treasurer, the Secretary, the President, the Vice-President, any member of the Board Members and the Librarian, if one is appointed.

(c) Succession. In the event of a vacancy in the office of the Treasurer, or his absence or disability, his duties shall devolve upon the Secretary until the vacancy is filled or an acting Treasurer is appointed.

(d) Fiscal Year and Audit. The fiscal year of the corporation shall be determined by the Board of Trustees. At the end of each fiscal year, an audit may be made by an independent certified public accountant, selected by the Board of Trustees, of all the funds, property and accounts of the corporations.

Section 7. Librarian. The Board of Trustees may appoint a librarian, whose duties, compensation, qualifications and tenure of office shall be determined by the Board of Trustees, and who shall be responsible to the Board of Trustees.

#### ARTICLE IV. COMMITTEES

Section 1. Names. The following shall be standing committees of the corporation and shall be appointed as provided by these By-Laws:

1. Personnel
2. Facilities
3. Acquisitions
4. Finance

Section 2. Number of Members, Appointment. All standing committees shall be composed of not less than two trustees appointed by the President with the approval of the Board, and such other persons as may be appointed by the President with the approval of the Board.

Section 3. Special Committees. Special committees may from time to time be created and abolished by the Board of Trustees. Members of special committees shall be appointed by the President with the approval of the Board.

Section 4. Vacancy in Office or Committee, Absence or Disability. Unless otherwise provided: (a) a vacancy in any office of committee shall be filled by appointment by the President with the approval of the Board, and such appointee shall hold office for the unexpired term and until his successor shall have been chosen; and (b) in the event of the absence or disability of an officer or committee member, an acting officer or member to serve during such absence or disability may be designated by the President with the approval of the Board.

Section 5. Staggered Terms. Except as otherwise provided, the President, in making the initial appointments, to any committee shall appoint one-half of the member of each committee for a term of one year and the other one-half of the members of each committee for a term of two years, so that half of the membership of each committee shall retire each year, except as otherwise provided. Each committee member shall hold office until his successor is appointed.

#### ARTICLE V. MISCELLANEOUS PROVISIONS

Section 1. Execution of Instruments. The Board of Trustees may designate the officers and agents who shall have authority to execute any instruments on behalf of the corporation. When the execution of any contract, conveyance or other instrument has been authorized by the Board of Trustees without specification of the executing officers, the President, Vice-

President, or the Secretary may execute the same in the name and behalf of the corporation and may affix the corporation seal thereto.

Section 2. Amendment or Repeal. These By-Laws, or any provisions thereof, may be amended or repealed by a majority vote of all the trustees.

Duly adopted on this \_\_\_\_\_ day of \_\_\_\_\_, 1979, by the affirmative vote of a majority of the trustees.

/s/ \_\_\_\_\_  
PAUL J. ABBATE

/s/ \_\_\_\_\_  
CRISTOBAL C. DUENAS

/s/ \_\_\_\_\_  
RUTH HALL

/s/ \_\_\_\_\_  
PETER F. PEREZ

/s/ \_\_\_\_\_  
ROBERT A. HAUT

/s/ \_\_\_\_\_  
MAGDALENA TAITANO

/s/ \_\_\_\_\_  
JAMES S. BROOKS

/s/ \_\_\_\_\_  
ALAN E. DEAR

/s/ \_\_\_\_\_  
TIMOTHY A. STEWART

/s/ \_\_\_\_\_  
RUSSELL WELLER

/S/

) SS:

ON THIS \_\_\_\_\_ day of \_\_\_\_\_, 1979, before me, a Notary Public in and for the territory of Guam personally appeared PAUL J. ABBATE, CRISTOBAL C. DUENAS RUTH HALL, PETER F. PEREZ, ROBERT A. HAUT, MAGDALENA TAITANO, JAMES S. BROOKS, ALAN E. DEAR, TIMOTHY A. STEWART, RUSSELL A. WELLER and FREDERICK A. BLACK, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

NOTARY PUBLIC