



A Union of Professionals
American Federation of Teachers, AFL-CIO

DEPT. OF REVENUE & TAXATION
GOVERNMENT OF GUAM

OCT 19 2010

BUSINESS REGISTRATION

Constitution, And Articles of Incorporation

of the

Guam Community College Faculty Union, Inc.
Local 6476
American Federation of Teachers

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OCT 04 2010

BUSINESS REGISTRATION

ARTICLE I—NAME, LOCATION, and DURATION

SECTION 1. Name:

The Corporation shall be known as the "Guam Community College Faculty Union, Inc." (herein after referred to as GCC FACULTY UNION). The GCC FACULTY UNION shall be affiliated with and a local of the American Federation of Teachers (AFT, AFL-CIO)

SECTION 2. Location:

The principle office and place of business shall be in 1 Sesame St., Mangilao, Guam.

SECTION 3. Duration:

This corporation shall exist for fifty years from the date of its incorporation as listed on the GCC FACULTY UNION Incorporation Certificate.

ARTICLE II--INCORPORATION

SECTION 1. Non-profit status of the corporation

This corporation is not organized for profit and will not issue any stocks and no part of its assets, income, or earnings shall be used as dividends, or otherwise withdrawn or distributed to any of its members. The property of the Corporation shall alone be liable for payments of its debts and liabilities, and no members shall incur personal liability by reason for their membership.

SECTION 2. Legal basis for organizing the corporation

This corporation is organized pursuant to the authority of Sections 284 and 290 of the Civil Code of Guam.

ARTICLE III--OBJECTIVES

The purpose of this corporation shall be:

SECTION 1. To secure full trade union rights, including the rights to exclusive recognition and collective bargaining, for all employees who are eligible for membership.

SECTION 2. To advance the economic, social, and political well-being of the membership.

SECTION 3. To promote the improvement of standards in the employment situation of the membership.

SECTION 4. To encourage mutual understanding and cooperation among the membership.

SECTION 5. To promote the interests of citizens who are served by the membership.

SECTION 6. To promote the effectiveness and quality of the institutions in which our members work.

SECTION 7. To promote democracy, equality, and trade unionism in the society at large.

ARTICLE IV—AUTHORITY OF THE ORGANIZATION

In accordance with the laws of the Territory of Guam, made for, and applicable to, corporations formed under those laws, this corporation shall be entitled to and shall have the power to do on its own behalf any or all of the following:

- SECTION 1.** to have succession by its corporate name for fifty years from the time of its incorporation;
- SECTION 2.** to sue and be sued, complain and defend on behalf of and for the use of the GCC FACULTY UNION;
- SECTION 3.** to adopt an official GCC FACULTY UNION seal, and to alter the same at its pleasure, and to use the same by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced;
- SECTION 4.** to purchase, take, receive, lease as lessee, take any gift, devise or bequest or otherwise acquire and to own, hold, use, deal in or with any real or personal property or any interest there-in;
- SECTION 5.** to sell, convey, mortgage, pledge, lease as lesser, hypothecate any of its property to secure debt to the Corporation, and otherwise dispose of all or any part of its property and assets;
- SECTION 6.** to enter into, make, perform and carry out contracts of every kind for any corporate purpose, without limit as to amount, with any person, firm association or Corporation or other group or organization;
- SECTION 7.** to draw, make, accept, endorse, discount, execute and issue promissory notes, warrants, or other negotiable or transferable instruments; to issue bonds, debentures or other obligations of any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledges, deeds of trust or otherwise;
- SECTION 8.** to appoint such subordinate officers and agents as the business of the Corporation shall require;
- SECTION 9.** to provide any and all facilities and engage in any and all activities essential to the operation of the GCC FACULTY UNION, and to carry on any lawful business in connection therewith;
- SECTION 10.** to make a *Constitution and Bylaws*, not in conflict with the law or the Articles of Incorporation, that provides for:
 - a. the qualifications, admission, suspension and expulsion of any of its members;
 - b. the election, government, or removal of its officers; and

- c. the management of its property and affairs.

SECTION 11. to do anything it deems necessary or appropriate to the exercise of the foregoing power or any other power granted to the GCC FACULTY UNION Executive Board in this *Constitution, Articles of Incorporation and By-laws*.

ARTICLE V—POLITICAL ACTIVITY

SECTION 1. Members of the GCC FACULTY UNION and its Executive Board are prohibited from participating in any political activity while acting on behalf of or as an officer of the GCC FACULTY UNION.

ARTICLE VI--MEMBERSHIP

SECTION 1. All employees of the Guam Community College Faculty who are not supervisors or managers are eligible for membership in this organization.

SECTION 2. No person shall be denied membership, nor shall this organization ever discriminate against individual members or applicants for membership on the basis of race, creed, sex, sexual orientation, disability, social, political, or economic status, or national origin.

SECTION 3. Membership Roster

- a. Membership in the GCC FACULTY UNION shall be evidenced by the Membership Roster.

- b. A person ceases to be a member, and is removed from the Membership Roster, upon non-payment of dues. However, when non-payment is a clerical error on the part of the employer or the GCC FACULTY UNION, the person's membership shall not be interrupted.

SECTION 4. A member in good standing is defined as a member who is current in payment of dues to the organization. A member who is more than 30 days delinquent in dues payment shall be considered to be a member in bad standing, and shall be promptly notified of such status. A member shall be removed from membership in this organization, with notice, following three months of dues nonpayment, unless a plan to pay back dues is made and approved by both the Executive Board and the member.

SECTION 5. Minimum duration of Membership and Payment of Dues

- a. Membership shall be for a minimum of one year from the day the member's application is approved after it is determined that the applicant meets the eligibility criteria.

- b. Any member who withdraws prior to the end of the one-year period is obligated to pay the full one-year dues. Members withdrawing under these circumstances may have their remaining dues waived by a two-thirds majority vote of the Executive Council on an appeal from the affected members.

SECTION 6. Discipline of members.

- a. A member may be disciplined by the organization for actions contrary to this Constitution or to the interests of the union or its membership. Such action may only be initiated by the bringing of written and signed charges to the Executive Board by two or more members of the local; these charges must include a specific and detailed accounting, including any documentation, of the allegations against the member.
- b. Upon the receipt of such charges, the Executive Board shall cause a preliminary investigation to be conducted in order to determine whether the charges against the member have merit. In addition, at this time, the Executive Board shall give a copy of the charges to the accused member.
- c. Following the preliminary investigation, the Executive Board shall vote on the question of whether a disciplinary hearing should be held. If a majority of the Executive Board votes to hold a hearing, the member shall be given at least ten (10) days written notice of the hearing.
- d. At a disciplinary hearing, the accused member shall have the right to be represented by a person of his or her choice, and shall have the right to question the charges and present evidence and witnesses to support their defense. At the conclusion of the hearing, a two-thirds (2/3) vote of the Executive Board shall be required for discipline. If a member of the Executive Board has brought the charges against the member, that Board member shall reclude him/herself from the vote.
- e. A disciplined member may appeal the decision of the Executive Board to the membership by requesting a vote at the next regular meeting. A simple majority of the members voting shall be sufficient to overrule the decision of the Executive Board to discipline.

SECTION 7. Associate members:

- a. shall be subject to the approval of the Executive Board;
- b. shall not be entitled to vote, hold office, or serve on committees;
- c. shall be persons not eligible for full membership in any other AFT local affiliate.

SECTION 8. The Executive Board shall establish guidelines for retiree membership, dues, and participation in the local in the form of a retiree chapter, in accordance with AFT guidelines.

ARTICLE VII—OFFICERS

SECTION 1. Officers

The elected officers of the GCC FACULTY UNION shall be: a President, Vice President, Secretary, and Treasurer.

SECTION 2. The President shall:

- a. be the presiding officer at all meetings of the membership and the Executive Board;
- b. be an ex-officio member of all standing committees except the Elections Committee;
- c. appoint, with the approval of the Executive Board, the chairs of all standing and special committees except the Elections Committee;
- d. be the principal executive officer of the organization;
- e. receives, report and respond to correspondence of the organization;
- f. supervise all employees of the organization;
- g. be one of the responsible financial officers of the organization and shall be authorized to co-sign financial instruments and make regular and usual disbursements of funds;
- h. represent the organization before bodies of the employer, executive and legislative officials;
- i. represent the organization before the public, community organizations, and the news media;
- j. be, by office, a delegate to the Central Labor Council, and the state AFL-CIO body;
- k. be, by office, a delegate to the convention of the American Federation of Teachers and meetings or conventions of its affiliated bodies;
- l. make an annual report to the organization's membership; and
- m. be able to delegate the responsibilities of the office except where otherwise specified by the Constitution.

SECTION 3. The Vice President shall:

- a. assume the duties of the President in the event of the absence, illness, or death of the President;
- b. oversee the work of and receive regular reports from the Organizing and Leadership Development Committees;
- c. perform other duties as delegated by the President or assigned by the Executive Board; and
- d. co-sign financial instruments in the absence of the President or Treasurer.

SECTION 4. The Secretary shall:

- a. maintain the non-financial files and records of the organization;
- b. be the custodian of the seal and charter of the organization;

- c. record and keep accurate minutes of meetings of the membership and the Executive Board;
- d. assist the President in handling the correspondence of the organization;
- e. oversees the work of, and receives and certifies the reports of, the Elections Committee;
- f. perform other duties as delegated by the President, or assigned by the Executive Board;
- g. perform duties of the office as required by the Labor-Management Reporting and Disclosure Act; and
- h. where appropriate, a local may merge the offices and duties of the Secretary and Treasurer.

SECTION 5. The Treasurer shall:

- a. receive, record and deposit all dues monies and other income in the name of the organization;
- b. maintain accurate membership records;
- c. issue membership cards and notices of delinquency;
- d. be one of the responsible financial officers of the organization and be authorized to co-sign financial instruments and make regular and usual disbursements of funds;
- e. maintain all financial records of the organization;
- f. arrange for an independent audit of the finances of the organization annually and make same available to the Executive Board and membership;
- g. transmit per-capita payments on a regular basis to the Secretary-Treasurer of the American Federation of Teachers and similar officers of all other bodies with which the organization is affiliated;
- h. oversees the work of and receives reports from the Finance Committee;
- i. perform other duties as delegated by the President or assigned by the Executive Board;
- j. perform duties of the office as required by the Labor-Management Reporting and Disclosure Act, and the guidelines developed by the AFT; and
- k. where appropriate a local may merge the offices and duties of the Secretary and Treasurer.

ARTICLE VIII—EXECUTIVE BOARD

SECTION 1. The Executive Board of the GCC FACULTY UNION shall consist of the four (4) elected at-Large Officers. The Faculty Senate President, President Elect, and Past President shall serve as ex-officio members.

SECTION 2. The Executive Board shall meet monthly, or at the call of the President, or at the call of two (2) or more of its members, for the purpose of initiating, overseeing or revising the program of the organization and to conduct other business of the organization that is within its authority. A quorum for the Executive Board shall be one-half of its members.

- SECTION 3.** The Executive Board shall determine the agenda for all Membership Meetings.
- SECTION 4.** The Executive Board shall employ all professional, technical, clerical and support staff of the organization.
- SECTION 5.** The Executive Board shall establish the salary, benefits and expense guidelines of any general officer that is employed by the organization.
- SECTION 6.** The Executive Board shall be empowered to make contracts and incur liabilities including the purchase of services, equipment and real property, to borrow money, to secure such obligations by mortgage or other instrument, and to otherwise engage in financial transactions to the extent permitted by applicable law or statute. The Executive Board shall have the power to sue, complain and defend on behalf of the membership.
- SECTION 7.** The Executive Board shall approve the chairperson and membership of all standing and special committees of the organization, except the Elections Committee, and receive regular reports from such committees.
- SECTION 8.** The Executive Board shall be responsible for adherence to and enforcement of the Constitution and By-Laws of the organization.
- SECTION 9.** The Executive Board shall issue regular reports, including an annual report, to the membership.
- SECTION 10.** Three unexcused absences from an Executive Board meeting within a year, counted from the date of assumption of office, shall be grounds for an Executive Board member's suspension and/or replacement.
- SECTION 11. ENUMERATION CLAUSE:** In accordance with 4 GCA Public Officers & Employees, Ch. 10 Public Employee-Management Relations Act, the GCC FACULTY UNION prohibits business or financial interests on the part of organization officers and agents which conflict with their duty to the organization and its members.

ARTICLE IX--MEETINGS

- SECTION 1.** The legislative power of the organization shall be vested in the Membership Meeting. Unless otherwise stipulated in the Constitution, action items and elections shall require a simple majority of votes cast in the Membership Meeting. The Membership Meeting shall approve the annual budget; shall receive and approve committee reports, including the required annual financial report or audit; and shall develop and vote on resolutions to guide the policy of the organization.
- SECTION 2.** The regular General Membership Meeting shall meet quarterly at a predetermined time and place, or more or less often as approved by the majority vote of assembled members in the regularly constituted Membership Meeting.

SECTION 3. A regular General Membership Meeting shall be held in April of every year as one of the quarterly meetings.

SECTION 4. Quorum for the General Membership Meeting shall be ten percent (10%) of total membership of the organization.

SECTION 5. Special meetings may be called by the President (or acting President), by any three members of the Executive Board or by petition to the Executive Board of fifteen percent (15%) of the members in good standing. The notice of the special meeting and the agenda shall be circulated to all members at least seven (7) working days in advance of the meeting. Items not included on the agenda for the special meeting will not be addressed. All special meetings shall be adequately advertised and conducted according to the provisions of this Constitution.

ARTICLE X--REVENUES

SECTION 1. The dues of this organization shall be three fourths of one percent (3/4%) of salary, plus the prevailing per capita amounts for the AFT, State Federation, and AFL-CIO local and state affiliates, and insurance premiums. Whenever the dues of a required affiliate increases, the dues of the local shall automatically and simultaneously increase by the same amount.

SECTION 2. Special assessments for specific purposes may be levied by the Executive Board provided that the actions required for a referendum have not been initiated within thirty (30) days of the decision of the Executive Board.

ARTICLE XI--AFFILIATIONS

This organization shall maintain affiliation with the following organizations:

- a. The American Federation of Teachers, AFL-CIO. Whenever possible, the Guam Community College Employees Federation will send delegates to the AFT's convention. The delegates will be elected by procedures consistent with Article I, Section 15 of the GCC FACULTY UNION By-laws.
- b. The appropriate state federation of the American Federation of Teachers, AFL-CIO. Whenever possible, the union will send delegates to the state federation's convention. Delegates will be elected by procedures consistent with Article IV of this Constitution.
- c. The state American Federation of Labor-Congress of Industrial Organizations.
- d. The appropriate Central Labor Council(s) of the American Federation of Labor Congress of Industrial Organizations.

ARTICLE XII—PARLIMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Revised* shall govern this federation in all matters not expressly covered by this Constitution or the By-Laws of this organization.

ARTICLE XIII—AVAILABILITY OF CONSTITUTION

SECTION 1. Three copies of this Constitution and all subsequent amendments shall be submitted to the office of the Secretary-Treasurer of the American Federation of Teachers.

SECTION 2. One copy shall be sent to the similar officer of each organization with which this organization is affiliated.

SECTION 3. The Secretary shall make available upon request a copy to any member of the organization.

ARTICLE XIV—DESIGNATION OF AGENT FOR SERVICE PROCESS

SECTION 1. Pursuant to 18 GCA §28501, **GUAM COMMUNITY COLLEGE FACULTY UNION, LOCAL 6476 AFT**, (the Corporation) hereby designates the following natural person (the "Agent") as its agent for service of process:

Barry L. Mead
114 San Pedro St.
Santa Rita, GU 96915

SECTION 2. The delivery of such Agent a copy of any process against the Corporation shall constitute valid service on the Corporation. The Corporation shall notify the Director of the Department of Revenue and Taxation of any change in the name and address of the agent and may revoke such designations by filling notice thereof with the Director of the Department of Revenue and Taxation.

ARTICLE XV—DISOLVEMENT

SECTION 1. In the event the membership of this Corporation shall deem it necessary or desirable to dissolve, this Corporation prior to the end of its term, such dissolution shall be carried out in accordance with the laws of the Territory of Guam. Upon the liquidation of assets of the Corporation by dissolution, and after all debts and liabilities of the corporation shall have been paid, any surplus shall be turned over to the A. F. T. Militancy/Defense Fund to be used for the purpose they see fit.

ARTICLE XVI--AMENDMENTS

SECTION 1. This *Constitution, and Articles of Incorporation* may be amended by a two-thirds affirmative vote of the members present at a duly called General or Special Membership meeting.

SECTION 2. Proposed amendments shall be submitted in writing by a petition of not less than 30 percent (30%) of the membership in good standing to the Executive Board Secretary. The proposed amendment(s) will then be presented at the next General or Special Membership meeting at which time the membership shall ratify, reject, or defer action on said amendment(s). Upon consideration of any proposed amendment(s) at any meeting, amendments thereto on the same subject may be offered, voted upon, and adopted at the same meeting without previous notice.

SECTION 3. Not less than thirty days prior to the meeting where a proposed amendment will be voted upon, the GCC FACULTY UNION Secretary shall notify the membership of the meeting. Such notification shall include copies of the proposed amendment(s) along with an explanation of said amendment(s).

SECTION 4. A quorum for any meeting at which constitutional amendments are to be considered and adopted shall consist of forty (40) percent of the membership of the organization.

SECTION 5. The membership shall vote on all amendments to the Constitution.

a. Following the membership meeting at which the proposed amendment was introduced, the Election Committee will hold a (secret ballot) vote on the amendment at the next Membership Meeting.

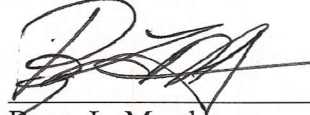
b. In the alternative, following the membership meeting at which the proposed amendment was introduced, a special membership meeting for the purpose of voting on the proposed amendment may be called by the Executive Board. The special meeting shall be conducted in accordance with the terms of Article VIII, Section 5 of this Constitution.

c. The Elections Committee will tally the results. Two-thirds (2/3) of the membership present at the meeting shall be required for passage of the amendment.

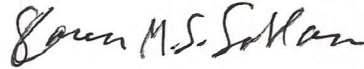
ARTICLE XVII—RATIFICATION

THIS CONSTITUTION AND ARTICLES WERE ADOPTED BY THE MEMBERSHIP ON SEPTEMBER 16, 2010.

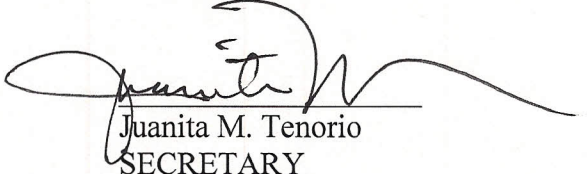
BY THE EXECUTIVE BOARD FOR THE MEMBERSHIP:



Barry L. Mead
PRESIDENT



Karen M. S. Sablan
VICE PRESIDENT



Juanita M. Tenorio
SECRETARY



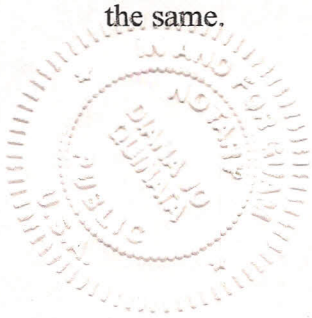
Pilar O. Pangelinan
TREASURER

The undersigned incorporators hereby declare under the penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

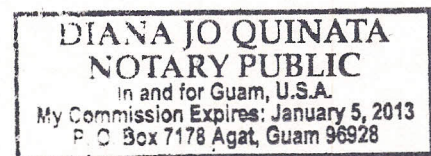
IN WITNESS WHEREOF, the Board of Directors hereinbefore names have hereunto set their hand this 27th day of September, 2010.

Hagåtña, Guam

On this 27th day of September, 2010, before me, a Notary Public in and for Guam, personally appeared **BARRY L. MEAD**, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation and acknowledged to me that he executed the same.



Notary Public

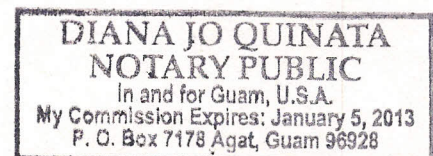


Hagåtña, Guam

On this 27th day of September, 2010, before me, a Notary Public in and for Guam, personally appeared **KAREN M.S. SABLAN**, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation and acknowledged to me that she executed the same.

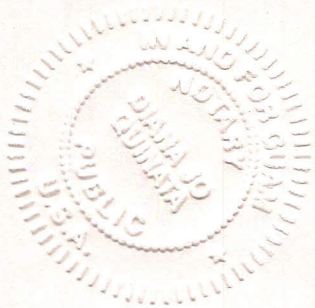


Notary Public

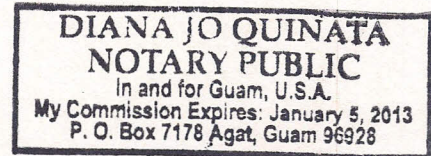


Hagåtña, Guam

On this 27th day of September, 2010, before me, a Notary Public in and for Guam, personally appeared **JUANITA M. TENORIO**, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation and acknowledged to me that she executed the same.



Notary Public

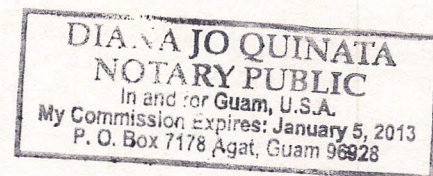


Hagåtña, Guam

On this 27th day of September, 2010, before me, a Notary Public in and for Guam, personally appeared **PILAR O. PANGELINAN**, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation and acknowledged to me that she executed the same.



Notary Public



ADDENDUM TO THE CONSTITUTION AND ARTICLES OF INCORPORATION

The physical addresses of the incorporators for Guam Community College Faculty Union, Inc.
are as follows:

Barry L. Mead
114 San Pedro St.
Santa Rita 96915

Karen M.S. Sablan
107 Pedro Maca Ct.
Chalan Pago, GU 96910

Juanita M. Tenorio
256 Golondrina Ave.
Barrigada, Guam 96913

Pilar O. Pangelinan
134 West Cebello Ct.
Dededo, GU 96929

DEPT. OF REVENUE & TAXATION
GOVERNMENT OF GUAM

OCT 04 2010

BUSINESS REGISTRATION

10:00

CERTIFICATE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

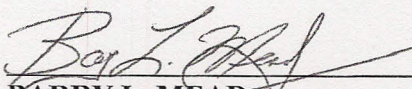
COMPANY:

Guam Community College Faculty Union, Inc.

REGISTERED AGENT/OFFICE:

Barry L. Mead
114 San Pedro Street
Santa Rita, Guam 96915

I agree to act as registered agent to accept service of process for the Not For Profit Organization named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


BARRY L. MEAD

DATE: 10/4/10

DEPT. OF REVENUE & TAXATION
GOVERNMENT OF GUAM

OCT 04 2010

BUSINESS REGISTRATION

10:00