

**CONSTITUTION  
AND  
BYLAWS  
OF THE  
UOG FACULTY UNION,  
AMERICAN FEDERATION OF TEACHERS,  
LOCAL 6282**



UNIVERSITY OF GUAM  
UNIBETSEDĀT GUAHAN



*A Union of Professionals*

**EFFECTIVE MARCH 21, 2014 (AS AMENDED)**

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**ARTICLE I – NAME, LOCATION, AND DURATION**

A. NAME

This Corporation shall be known as the “University of Guam Faculty Union” (hereinafter referred to as the Union), Local 6282 of the American Federation of Teachers (hereinafter referred to as AFT). AFT issued the Union’s Charter on May 1, 2004.

B. LOCATION

The principal office and place of business of this Corporation shall be located on the UOG campus in Mangilao, Guam, 96923. The members may choose any other office and business location in Guam at a special meeting called for making that choice.

C. DURATION

This corporation shall exist for fifty years from the date of its incorporation as listed on the Union’s Incorporation Certificate. The date of incorporation is May 27, 2004, Charter Number D-14689.

**ARTICLE II – INCORPORATION**

A. 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and will not issue any stocks and no part of its assets, income, or earnings shall be used as dividends, or otherwise withdrawn or distributed to any of its members.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 of their membership.

B. 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 objectives of this Corporation shall be: 1) to represent the Union in collective bargaining agreements, by and between the University of Guam Board of Regents and the Union, in respect to UOG full-time Faculty employment conditions; 2) to bring UOG full-time Faculty into relationships of mutual assistance and cooperation; 3) to obtain for UOG full-time Faculty all the rights to which they are entitled in a free society; 4) to protect the rights of UOG full-time Faculty as outlined in the BOR-Union collective bargaining agreement, and other University policy manuals; 5) to promote the active participation of UOG full-time Faculty in the formulation of policies related to their wages, hours, and working conditions; 6) to protect UOG full-time Faculty from unsound economic policies and from efforts at domination by political, economic, religious or military groups; 7) to represent UOG full-time Faculty in a fair and objective manner in all matters covered by the BOR-Union collective bargaining agreement; and 8) to support and promote the ideals of democracy as envisioned in the Constitution of the United States of America, its Bill of Rights, and other Amendments.

## **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 power to do on its behalf any or all of the following:

1. to have succession by its corporate name for fifty years from the time of its incorporation;
2. to sue and be sued, complain and defend on behalf of and for the use of the Union;
3. to adopt an official 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;
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 therein;
5. to sell, convey, mortgage, pledge, lease as lessor, hypothecate any of its property to secure debt to the Corporation, and otherwise dispose of all or any part of its property and assets;
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;
7. to draw, make, accept, endorse, discount, execute and issue promissory notes, warrants, or other negotiables 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;
8. to appoint such subordinate officers and agents as the business of the Corporation shall require;
9. to provide any and all facilities and engage in any and all activities essential to the operation of the Union, and to carry on any lawful business in connection therewith;
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.
11. to do anything it deems necessary or appropriate to the exercise of the foregoing power or any other power granted to the Union Executive Board in this *Constitution, Bylaws, and Articles of Incorporation*.

## ARTICLE V – MEMBERSHIP

### A. NON-DISCRIMINATION

In accordance with the Constitution of the United States, the laws thereof, and the laws of the Territory of Guam, the Union does not discriminate against applicants or members because of race, creed, sex, sexual orientation, disability, social, political or economic status or national origin.

### B. ELIGIBILITY AND INELIGIBILITY

#### 1. Those eligible for membership

Any full-time UOG Faculty member is eligible to become a member of the Union. All members of the Union are collectively referred to as the General Membership.

#### 2. Those ineligible for membership

Persons excluded from being members of the Union are those who hold any management or supervisory position as defined by law, with the following exception: 1) members who supervise non-Faculty full-time employees; and 2) members who serve in any management or supervisory position shall retain their membership if they serve in that position for up to twenty business days. After twenty business days in that position, they shall be excluded from membership until they vacate their management or supervisory position.

#### 3. Those eligible for voting and holding office

Only those members who are paying or have paid the required annual membership dues are voting members of the Union and can hold an office in the Union and vote in any Union election.

### C. CLASSES OF MEMBERS AND SCHEDULE OF DUES

#### 1. Regular members

Regular members are those who have a signed membership card on file with the Union, meet the eligibility criteria, and are paying or have paid the required annual membership dues.

a. The annual dues are \$400.

b. The dues of the Union may be increased by no more than fifteen percent per year. Such an increase requires a two-thirds vote at a General Membership meeting.

#### 2. Retiree members

In accordance with the AFT *Constitution and Bylaws*, active Union members in good standing who retire from their positions are no longer members of the Union, but they shall be admitted as AFT retiree members with the right to participate in the benefit programs otherwise available to the general AFT membership.

D. MEMBERSHIP ROSTER

Membership in the Union shall be evidenced by the Membership Roster.

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 Union, the person's membership shall not be interrupted.

E. MINIMUM DURATION OF MEMBERSHIP AND PAYMENT OF DUES

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. 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 Board on an appeal from the affected members.

F. REVERSION OF INTEREST UPON TERMINATION OF MEMBERSHIP

All prospective or contingent interest of any member in the Union shall cease and revert absolutely to the Union upon termination of membership. Such termination shall operate as a release and assignment to the Union, of all the rights and interest whatsoever of such member in and to the property, assets, rights and privileges of the Union.

**ARTICLE VI – OFFICERS, AFT CONVENTION DELEGATES, AND THEIR ELECTION**

A. OFFICERS OF THE EXECUTIVE BOARD

The UOG Faculty Union shall include in its organizational structure an Executive Board, and the Executive Board shall be comprised of the following officers: a President, a Vice President, a Secretary, a Treasurer, and four At-Large members.

B. PROCEDURES FOR ELECTING OFFICERS

1. Elections are covered by the Labor-Management Reporting and Disclosure Act

The conduct of all Union officer elections shall be consistent with the standards for such elections developed under Title IV of the Labor-Management Reporting and Disclosure Act of 1959, as amended (LMRDA).

2. All Faculty Union members can participate in the election of the Union Officers

All eight Union officers shall be elected at-large from the total dues-paying membership of the Union.

3. Date for election of Officers

Election of officers shall be held annually on the first Friday of May. Installation of officers shall take place on the day of the UOG Faculty Convocation at the start of the next Fall semester. The outgoing and incoming Boards shall meet in joint session on that day.

4. Length and number of terms

All terms of office are one year.

There is no limit to the number of terms a person can serve as a Union officer.

5. Counting of the ballots by the Ad Hoc Election Committee and releasing the certified results

The Ad Hoc Election Committee shall start counting the ballots soon after the polls close. After completing the ballot count, the Ad Hoc Election Committee shall inform the Executive Board and the Union membership of the certified results. The Union shall preserve the ballots and all other records pertaining to the election for two years.

6. Observers of the Election

Candidates are entitled to have observers present at the polls and the final tally of the ballots. Only members of the Union may be observers, but no candidate may serve as an observer.

7. Election Process

a. printing of a candidate's name on the ballot

No candidate's name shall be printed on the ballot unless the candidate has filed a signed "Announcement of Candidacy" with the Ad Hoc Election Committee during the candidacy period. The candidacy period shall begin at 8 AM on the second Friday of April and end at 5 PM on the last Friday of April. The "Announcement of Candidacy" shall include, as a minimum, the candidate's full name, signature, mailing address, and membership verification. On the ballot, under each position, the candidates' names shall be listed in alphabetical order.

b. space on the ballot for write-in candidates

Each ballot shall contain space for members to write-in names of candidates who are not printed on the ballot. Votes for write-in candidates shall be accepted and counted provided the write-in candidate meets the eligibility criteria to hold office.

c. eligibility of candidates

Any person who is a regular member of the Union as of the beginning of the candidacy period in regular or special election shall have the right to run for office.

d. eligibility of voters

Any person who is a regular member in good standing of the Union five business days prior to a special or regular election may support and campaign for the candidates of their choice, and vote in the election. Members' names must appear on the Union Membership Roster as certified by the Ad Hoc Election Committee.



e. inspection of the Union Membership Roster

In accordance with the LMDRA, each candidate may inspect the Union Membership Roster just once within thirty calendar days prior to the election, but no candidate is entitled to receive a copy of the Union Membership Roster.

The Union Membership Roster shall be available for inspection at the office of the Ad Hoc Election Committee's Chair. Upon request, the Chair shall allow the candidate to inspect the Roster.

f. restrictions on campaigning and on campaign literature

(1) Federal law prohibits the use of any Union or any employer funds to promote the candidacy of any person in a Union officer election. This prohibition applies not just to the Faculty Union or to the employer of the Union's members, but to any Union and any employer. The prohibition covers cash as well as Union/employer owned or leased facilities, Union/employer owned or leased equipment (such as telephones, cell phones, fax machines, or copy machines), Union/employer owned or leased vehicles, office supplies, use of the Union letterhead, the Union newsletter, and to campaigning on time paid for by a Union or an employer.

(2) Federal law also provides that candidates must be treated equally regarding the opportunity to campaign and that all members may support the candidates of their choice without being subject to penalty, discipline, or reprisal of any kind.

(3) The Ad Hoc Election Committee must assure that no campaigning occurs in the polling area and that order is maintained at the polls at all times. The polls should be checked periodically by the Ad Hoc Election Committee to ensure that voters have not left campaign material in the voting area.

g. notice of the election

Members must be notified of the date and location of any special or regular election not less than fifteen days prior to the election.

h. proxy votes are prohibited

Proxy votes are prohibited in Union officer elections.

i. voting by absentee ballot is allowed

A member who is in good standing (as evidenced by the Membership Roster) and is eligible to vote, but is unable to vote at the polling station on the scheduled day of the election, may vote by absentee ballot only within four days preceding the first Friday in May, between the hours of 8 AM and 5 PM, at a place designated for that purpose by the Ad Hoc Election Committee.

The member will be given a ballot at the designated polling station, and will provide identification by presenting an official photo ID (such as a driver's license, Government of Guam ID card, or passport). The member will sign the membership list next to their printed name indicating that he or she has received the ballot. After filling out the ballot, the member shall place the ballot in the official stamped envelope, and then place the stamped envelope in the ballot box.

j. voting in person at the polling sites

Voting shall be on the day of the election at a UOG site designated by the Executive Board.

At the polling site, eligible voters shall be asked to present an official photo ID (such as a driver's license, Government of Guam ID card, or passport) for identification purposes. They shall then sign their names next to their printed name on the Membership Roster before they receive a ballot.

k. challenges regarding membership of absentee and in-person voters

Any person who claims to be a member, but who is not listed on the Membership Roster, may still vote. On the Membership Roster, the voter shall print and sign the voter's name, mailing address, and position title. The voter shall then be given a ballot. After filling out the ballot, the voter shall place the ballot in the official stamped envelope, and then place the official stamped envelope in a second official envelope marked "CHALLENGE."

The "CHALLENGE" envelope will include spaces for the voter to print his or her name. The official "CHALLENGE" envelope will then be signed by the voter and placed in the ballot box. Before counting the ballots, the Ad Hoc Election Committee shall determine the eligibility of the voter listed on each "CHALLENGE" envelope. If the voter's membership is confirmed, then the "CHALLENGE" envelope will be opened and the official stamped envelope containing the ballot will be co-mingled with all the other official stamped envelopes.

l. number of votes needed to win the office

Only a plurality vote is needed to win the office.

m. run-off elections in case of a tie vote

In case of a tie vote for any position, the Ad Hoc Election Committee shall conduct a run-off election within ten business days of the Committee's certification of the election results. A run-off election is not a special election.

Votes for write-in candidates are not allowed in run-off elections. If a write-in vote appears on a ballot, it shall be considered an invalid ballot. The Ad Hoc Election Committee shall therefore not include the invalid ballot in the final tabulation of the number of votes cast.

- n. percentage of voters needed to validate the election

No election of officers in a regular election shall be valid unless a minimum of twenty percent of eligible voters has cast their ballots. No election of officers in a special election shall be valid unless a minimum of ten percent of eligible voters has cast their ballots

In accordance with *Robert's Rules of Order*, blank ballots are not valid votes. The Ad Hoc Election Committee shall therefore not include a blank ballot in the final tabulation of the number of votes cast.

- o. challenge to the final certified vote tabulation

If any member wants to challenge the certified results of the election, they may do so. The member shall submit the challenge, in writing, to the Ad Hoc Election Committee via its Chair no later than 5 PM of the second business day following the Union Executive Board's publishing of the certified election results. The written challenge must contain the specific reasons for the challenge or the Ad Hoc Election Committee will not consider it. The Ad Hoc Election Committee shall issue a final ruling on the challenge no later than 5 PM of the second business day following receipt of the challenge.

If any member wants to challenge the final ruling of the Ad Hoc Election Committee, then he or she may file an appeal with the AFT Executive Board. Such an appeal must occur within three business days of receiving the decision from the Ad Hoc Election Committee.

If any member wants to challenge the final ruling of the AFT Executive Board, then he or she may file an appeal with the Guam Superior Court in accordance with the provisions of Title 18 *Guam Code Annotated*, Division 1, Part 1, Chapter 2, Section §2212.

### C. RECALL ELECTIONS

If any members want to recall any Union officers, those members must present to the Executive Board a petition requesting a recall election for a specific officer. The petition must be signed by at least fifty percent of the number of persons who voted in the election that placed that member in office. The Executive Board member who is the subject of the petition may then be removed from office by a referendum election.

Within thirty days of presentation of a valid Recall Petition, the Ad Hoc Election Committee shall conduct the referendum election. The ballot shall state: "I support the removal of \_\_\_\_\_ from the position of \_\_\_\_\_. Check 'Yes' or 'No.'"

In order for this referendum election to be valid, at least two-thirds of the number of persons voting for that office in the previous election must vote "Yes," and those voting must constitute a majority of all those members participating in the referendum election.

The officer removed from office by means of the recall election is ineligible from running for, or serving as, a Union Officer until the next regularly scheduled election in May of an odd-numbered year.

D. FILLING A VACANCY IN AN OFFICER'S POSITION

In the event a vacancy occurs for whatever reason in an officer's position, the officer's position shall be filled in the following manner:

1. Vacancy in the President's position

The Vice President shall assume the office of President and serve only for the remainder of the position's term of office.

2. Vacancy in the Vice President, Treasurer, Secretary, or At-Large positions

Should the vacancy occur within one semester of the expiration of any of the elected positions, it shall not be filled. If the vacancy occurs with more than one semester remaining for the elected position, it shall be filled by means of a special election called for and conducted by the Ad Hoc Election Committee.

E. AUDIT OF UNION ACCOUNTS FOLLOWING THE ELECTION OF OFFICERS

An audit of all Union accounts shall be conducted in accordance with the *AFT Constitution and Bylaws*, and any other time the Union Executive Board deems it necessary.

F. ELECTION OF DELEGATES TO THE BIENNIAL AFT CONVENTION

Voting members of the Faculty Union may run for delegate to the AFT Convention in accordance with the procedures in the *AFT Constitution and Bylaws*. The number of delegates shall be determined by the Executive Board and shall not exceed two. The election will be held in accordance with all eligibility criteria for the election of officers. The election for delegates will be held on the first Friday of May in even-numbered years.

<b>ARTICLE VII – DUTIES OF THE OFFICERS</b>
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A. DUTIES OF THE EXECUTIVE BOARD

The Executive Board shall be the primary governing board of the Union, with full authority to:

1. create policies, rules, regulations, and procedures related to the operations of the Union;
2. enter into Memorandums of Understanding with management for policies related to wages, hours, working conditions, grievances, or disciplinary actions;
3. approve, by a majority vote, all official acts of the Union, including Memorandums of Understanding or similar agreements;
4. choose, by majority vote, the Union negotiators for the *BOR-Union Agreement*;
5. appoint, by majority vote, the Union representatives to those committees that call for such appointments in the *BOR-Union Agreement*, and the Executive Board shall also determine the process for canvassing interested appointees;
6. enforce and interpret the Union's *Constitution, Bylaws, and Articles of Incorporation*, and, in cases of conflicting interpretations of this *Constitution, Bylaws, and Articles of Incorporation* by Union members, make the final decision on its interpretation. An appeal of the Executive Board's ruling may be made to the AFT Executive Board.

It shall also function pursuant to this *Constitution, Bylaws, and Articles of Incorporation* and policies of the Union, and in accordance with the decisions of the Union's membership.

Further, the Union recognizes that it is required to accumulate net assets to provide for the future defense of its bargaining unit. Such defense could be prolonged and extensive and therefore, the Union recognizes the need to accumulate net assets and to invest such assets to maximize a return to allow for potential future use. Therefore, the Board of the Union is authorized to construct and enter into related investment methods to allow for maximizing return on its net assets to provide for funding for the aforementioned purpose. The investment methods will be reviewed annually to assess their continuing adequacy.

B. RIGHT OF THE MEMBERS TO DISAPPROVE AN ACTION OF THE EXECUTIVE BOARD

The Union, realizing the importance of democracy, the democratic process, and that the ultimate power and strength of our Union is derived from our membership, guarantees the right of that membership to disapprove an action of the Executive Board at any regular general membership meeting.

The membership may also disapprove an action of the Executive Board at a special membership meeting. This meeting can only be called when a majority of the Union membership is on duty status. It may be called by either any two officers of the Executive Board, or by a petition with members' signatures equal to the majority of the members present at the most previous general membership meeting. The Union President must announce this special meeting to the general membership no less than ten business days before the date of the special meeting.

C. DUTIES OF THE OFFICERS OF THE EXECUTIVE BOARD

The duties of the officers of the Executive Board shall be as follows:

1. The President shall:
  - a. chair all special and regular General Membership meetings of the Union and all Executive Board meetings;
  - b. develop the agenda for all Union meetings;
  - c. sign (authenticate) Memorandums of Understanding, or similar agreements, between the Union and management after receiving authorization from the Executive Board;
  - d. enter into contracts for financial and other services provided for in the approved budget, and keep a record of the same;
  - e. prepare and approve all correspondence for the Union;
  - f. keep the Executive Board informed and updated about all matters affecting the Union and the Faculty;
  - g. encourage participative and group leadership within the Executive Board;
  - h. be the official spokesperson for the Union, or designate another member to be the Union's official spokesperson; and
  - i. monitor compliance with the *Agreement*.

2. The Vice President shall:
  - a. perform the duties of the President during his or her absence;
  - b. assist the Secretary or Treasurer in the performance of their duties as needed and perform the duties of those offices in the absence of the officer;
  - c. develop an annual Calendar of Union Events by August 15 of each year and distribute it to the UOG Faculty;
  - d. monitor compliance with the *Agreement*.
3. The Secretary shall:
  - a. preside at all meetings in the absence of the President and Vice-President;
  - b. keep the minutes of the proceedings of all General and Special Membership meetings, Executive Board meetings, and meetings of which a record shall be ordered by the President, and these minutes shall be presented at the following meeting for approval;
  - c. make available minutes of Executive Board and General Membership meetings to all those represented by the Union;
  - d. distribute flyers and announcements to all Faculty;
  - e. maintain a current roster of the Union's membership; and
  - f. monitor compliance with the *Agreement*.
4. The Treasurer shall:
  - a. oversee, safeguard, and verify, the availability of all funds of the Union;
  - b. provide to the Executive Board a monthly report on the financial condition of the Union, make a monthly comprehensive Union membership report, and present to the Executive Board a close-out report at the end of each fiscal year;
  - c. prepare the Union's annual non-profit organization financial statement (based on the close-out report) to be published in the newspaper each year after approval by the Executive Board;
  - d. keep accurate and current financial records open to the inspection of the Executive Board and general membership; and
  - e. monitor compliance with the *Agreement*

5. The At-Large Officers shall:
  - a. attend Executive Board meetings;
  - b. engage in the business of the Executive Board and provide advice on issues as they arise;
  - c. represent members as needed; and
  - d. monitor compliance with the *Agreement*.

## **ARTICLE VIII – DUTIES AND RIGHTS OF THE GENERAL MEMBERSHIP**

### A. APPROVING THE BOR-UNION AGREEMENT

The General Membership shall approve, by a simple majority of those voting, any and all collective bargaining agreements developed by the Executive Board and the Board of Regents of the University of Guam.

### B. INITIATIVES

By use of the initiative, any member of the UOG Faculty Union can propose a new policy or propose changing an existing policy in the BOR-Union *Agreement* or policies in subsequent Memorandums of Understanding. The initiative shall be submitted in writing, accompanied by a petition in support of the initiative signed by forty percent of the General Membership.

Any initiative shall be distributed to every member of the UOG Faculty Union at least two weeks prior to a regular meeting of the General Membership.

Opportunity for debate at a regular meeting of the General Membership shall be provided for every initiative proposed. Any initiative must be ratified by a simple majority of the General Membership as a whole through written ballot. Balloting will take place no later than two weeks after the General Membership meeting at which the initiative was debated. Unless otherwise noted in the initiative, an initiative passed by the General Membership shall be effective as of the date of balloting.

## **ARTICLE IX – MEETINGS**

### A. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order* shall govern all Union meetings and Ad Hoc Committees to which they apply and in which they are not inconsistent with the *Constitution, Bylaws, and Articles of Incorporation*, not inconsistent with any statutes applicable to the Union, and not inconsistent with any special rules of order adopted by the Union membership.

### B. QUORUMS AND PROHIBITION ON PROXY VOTING

1. A quorum for conducting business at a General or Special Membership meeting shall consist of a minimum of fifteen members.
2. A quorum for conducting business at Executive Board meetings shall consist of a majority of the Board membership.

3. A quorum for the business of an Ad Hoc Committee shall be a majority of the members.
4. Voting by proxy is prohibited in all Union meetings and Ad Hoc Committees.

C. SCHEDULE FOR EXECUTIVE BOARD MEETINGS

The Executive Board shall develop its schedule of meetings, and absent extraordinary circumstances, it shall meet at least twice a month during the Academic Year and once a month during the summer. The President or Acting President of the Union shall have the authority to call special meetings of the Executive Board. Minutes of each Executive Board meeting shall be kept, regardless of whether or not a quorum was present. The minutes shall show, as a minimum, each Union officer in attendance.

D. SCHEDULE FOR REGULAR AND SPECIAL GENERAL MEMBERSHIP MEETINGS

The regular General Membership meetings of the Union shall be held at least once a semester, the specific dates to be determined by the Executive Board. The Executive Board may convene special General Membership meetings as it deems appropriate. Minutes of each regular and special General Membership meeting shall be kept, regardless of whether or not a quorum was present. The minutes shall show, as a minimum, each Union member in attendance.

E. AGENDAS FOR EXECUTIVE BOARD REGULAR MEETINGS

The order of business on agendas for all Executive Board Regular meetings shall be:

1. Call to order by the presiding officer
2. Reading and approval of the minutes of the previous meeting
3. Announcements
4. Report of the President
5. Report of the Treasurer
6. Reports of Ad Hoc Committees
7. Unfinished business
8. New business
9. Open Forum: remarks from the membership
10. Adjournment



## **ARTICLE X – AD HOC COMMITTEES AND THEIR FUNCTIONS**

### A. ELIGIBILITY FOR MEMBERSHIP ON AD HOC COMMITTEES

Ad Hoc Committees are formed in accordance with *Robert's Rules of Order*. Only Union members in good standing shall be eligible for membership on Ad Hoc Committees.

### B. OFFICERS OF THE AD HOC COMMITTEES

Each Ad Hoc Committee shall select its own chair. The chair may also be a member of the Executive Board.

### C. AD HOC ELECTION COMMITTEE

The Ad Hoc Election Committee shall consist of five Union members chosen at random. The names of all Union members will be placed in a container and five names shall be drawn. Should any of the randomly chosen members not be able to serve, further draws will be made. The Union Executive Board Secretary shall carry out the random drawing. Candidates for office shall not serve on the Ad Hoc Election Committee.

The duties of the Ad Hoc Election Committee shall be:

1. to conduct the election for which it was formed in accordance with Article VI of the Union's *Constitution, Bylaws, and Articles of Incorporation*.
2. to inform all members of impending elections.

## **ARTICLE XI – DISSOLUTION**

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 the assets of the Corporation by dissolution, and after all the debts and liabilities of the Corporation shall have been paid, any surplus shall be turned over to the AFT Defense Fund.

## **ARTICLE XII – AMENDMENT PROCESS**

This *Constitution, Bylaws, 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.

Proposed amendments shall be submitted in writing by one or more active members in good standing to the Executive Board. 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.

Ten working days prior to the meeting where a proposed amendment will be discussed, the Union President shall notify the membership about the meeting. Such notification shall include copies of the proposed amendment.

**ARTICLE XIII – SAVINGS CLAUSE**

In the event any portion of this *Constitution, Bylaws, and Articles of Incorporation*, in whole or in part, is declared to be illegal, void, or invalid by any court of competent jurisdiction, all other items, conditions, and provisions of this *Constitution, Bylaws, and Articles of Incorporation* shall remain in full force and effect to the same extent as if that portion had never been incorporated in this *Constitution, Bylaws, and Articles of Incorporation*, and in such event the remainder of this *Constitution, Bylaws, and Articles of Incorporation* shall continue to be binding upon the UOG Faculty Union.

**ARTICLE XIV – RATIFICATION**

Amendments to the 1<sup>st</sup> of May 2004 articles were ratified and approved unanimously by the members voting in a Special Membership Meeting held on the 13<sup>th</sup> day of February 2014.

By the Executive Board for the Membership:

OFFICERS:

Donald L. Platt  
Donald L. Platt, President

Randall Johnson  
Randall Johnson, Vice President

Donald H. Rubinstein  
Donald H. Rubinstein, Treasurer

Lourdes M. Ferrer  
Lourdes M. Ferrer, Secretary

Leroy R. Barber  
Leroy R. Barber, At-Large Officer

Gary R. W. Denton  
Gary R. W. Denton, At-large Officer

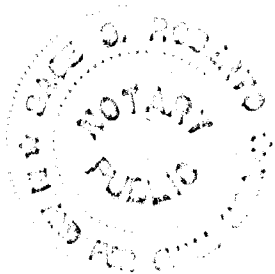
John Jenson  
John Jenson, At-Large Officer

Rachael T. Leon Guerrero  
Rachael T. Leon Guerrero, At-Large Officer

Mangilao, Guam

On this 21<sup>st</sup> day of March 2014, before me, the undersigned notary, personally appeared Donald L. Platt, Randall Johnson, Donald H. Rubenstein, Lourdes M. Ferrer, Leroy R. Barber, Gary R. W. Denton, John Jenson, and Rachael T. Leon Guerrero, the persons whose names are signed on this page, and acknowledged to me that they signed it voluntarily for its stated purpose.

Sage Roberto  
Notary



**SAGE S. ROBERTO**  
**NOTARY PUBLIC**  
In and for Guam, U.S.A.  
My Commission Expires: **May 06, 2017**  
551 Rt.10 Ste 101 Mangilao, Guam 96913