

PORT AUTHORITY OF GUAM GOODWILL MORALE ASSOCIATION

(PAGGMA)

BY-LAWS

ARTICLE ONE

DUTIES OF THE OFFICERS

Section 1. President

The president shall be the chief executive officer of the association and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and officers of the association. He shall preside at all meetings of the members and at meetings of the board of directors. He shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a association, and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

Section 2. Vice-President

In the absence or disability of the president, the vice-president designated by the board of directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the president. The vice-president shall have such other powers and perform such other duties as from time to time may be prescribed respectively by the board of directors or the bylaws.

Section 3. Secretary

The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors meetings, the number of members present or represented at members meetings and the proceedings thereof.

The secretary shall give, or cause to be given notice of all meetings of the members and of the board of directors required by the bylaws or by law to be given, and shall have other powers and perform such other duties as may prescribed by the board of directors or the bylaws.

Section 4. Treasurer

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital.

The treasurer shall deposit all monies and other funds in the name and to the credit of the association with such depositories as may be designated by the board of directors.

The treasurer shall disburse the funds of the association as may be ordered by the board of directors. The treasurer shall render to the president and directors, whenever they request it, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

The treasurer shall be a member of all fundraising committees.

Section 5. Parliamentarian

Shall ensure that all meetings are conducted in accordance with the latest edition of Robert's Rules of Order.

Shall make available to all members of the Executive committee printed copies of the Robert's Rules of Order or portions of the publication for clarification on particular issues.

Section 6. Sergeant-At-Arms

Shall preserve order at all Association meetings.

Shall execute the commands of the president whenever order is to be maintained.

Shall provide preparations of the area prior to all meetings and make available chairs, tables, paper, pencils and refreshments.

ARTICLE TWO

EXECUTIVE AND OTHER COMMITTEES

The board of directors may appoint an executive committee and other committees and delegate to the executive committees any of the powers and authorities of the board in the management of the business and affairs of the association which are consistent with the Articles of incorporation, the bylaws and the laws of Guam; except the power to adopt, and repeal bylaws shall not be delegated. The board of directors shall have the power to prescribe the manner in which the proceedings of the executive committee and other committees shall be conducted. The executive committee shall be composed of two or more directors.

ARTICLE THREE

ASSOCIATION RECORDS, REPORTS AND INSPECTION

Section 1. Finances.

The board shall not permit the contribution of funds or property to individuals, but shall solicit same for the common treasury of the Association.

The board shall not permit the solicitation of funds in the name of PAGGMA unless all funds so raised are placed in the association's local account treasury. The board shall not permit the disbursement of association's funds for purpose other than the conduct of association's activities.

Section 2. Records.

The Association shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the territory of Guam, as fixed by the president from time to time.

Section 3. Inspection of Books and Records

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

Section 4. Certification and Inspection of Bylaws

The original or a copy of these bylaws, as amended or otherwise altered to date, certified by the secretary, shall be open to inspection by the members of the association.

Section 5. Checks, Drafts, Etc.

The board prior to disbursements must approve all checks, drafts or other orders for payment of money. All checks shall be countersigned with two (2) signatures. The signatures shall consist of the treasurer with either the president, or vice-president.

Section 6. Contracts, Etc.---How Executed.

The board of directors, except as in the bylaws otherwise provided, may authorize any officer or officers to enter into contracts or execute any instrument in the name of and behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer or member shall have any power or authority to bind the association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 7. Annual Report.

The board shall receive at the annual meeting of the members of the association a report from the president showing the amount of property owned by the association; the amount of monies applied, appropriated or expended during the year and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places or residence of the persons who have admitted to membership in the association during such year. A report shall be filed and entered in the minutes of the annual meeting. A copy of such report shall be forwarded to the General Manger of the Jose D. Leon Guerrero Commercial Port. The president shall also file a copy of the annual report with the Department of Revenue and Taxation and post the Annual Report on the local newspaper.

ARTICLE FOUR

MISCELLANEOUS

Section 1. PAGGMA Sponsored Events

Only PAGGMA members may participate in any sponsored social events.

ARTICLE FIVE

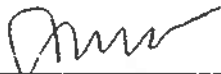
RATIFICATION

RECEIVED
NOV 15 2004
DEPT. OF REGULATION
GOVERNMENT OF GUAM

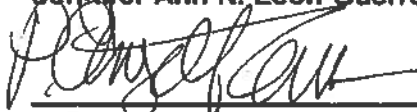
THESE BY-LAWS AS MODIFIED WAS RATIFIED BY THE DIRECTORS ON
THIS 3 DAY OF November 2004.



Chairperson
John B. Santos

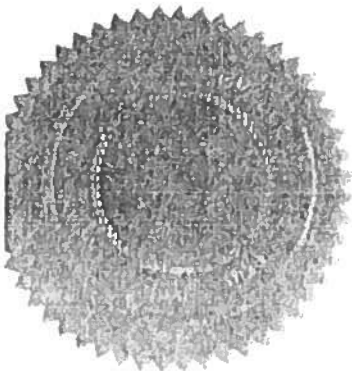


Secretary/Interim Treasurer
Jennifer Ann N. Leon Guerrero



Parliamentarian
Pearl Angel T. Cruz

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names to signify their adoption of the foregoing Bylaws this 3 day of November 2004. by John B. Santos, Jennifer AN Leon Guerrero, Pearl Angel T. Cruz




Notary Public

Lucy Ann T. Laguana
Notary Public
In and For Guam, U.S.A.
My Commission Expires: March 16, 2008
120 Suna Ct., Astumbo Gardens
Dededo, Guam 96929