



UNIVERSITY OF GUAM  
UNIBETSEDAT GUÅHAN  
Board of Regents

Resolution No. 18-27

**RELATIVE TO APPROVING THE UNIVERSITY OF GUAM (UOG) AMENDED ARTICLES OF INCORPORATION AND THE UOG BOARD OF REGENTS' (BORS') AMENDED BYLAWS**

**WHEREAS**, UOG is the primary U.S. Land Grant institution accredited by the Western Association of Schools and Colleges (WASC) Senior College and University Commission (WSCUC) serving the post-secondary needs of the people of Guam and the Western Pacific region;

**WHEREAS**, the governance and well-being of the University is vested in the BOR;

**WHEREAS**, the "Amended Articles of Incorporation of the University of Guam" were last updated August 31, 1989 and the "By Laws of the University of Guam" were last updated July 1, 2010;


**WHEREAS**, the above two documents need to incorporate BOR-approved policy, policy dictated by Guam law, and information to provide more clarity to responsibilities and functions of the BOR since its last update;

**WHEREAS**, public law requires changes to these two documents to be filed at the Department of Revenue and Taxation, after being notarized; and

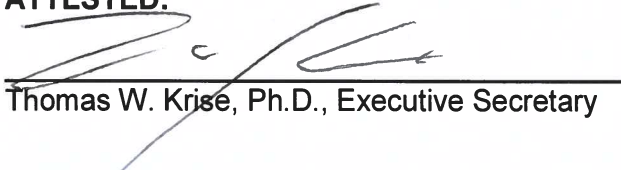
**WHEREAS**, the UOG BOR Academic, Personnel, and Tenure (AP&T) Committee has reviewed and recommends approval of the updates to the "UOG Amended Articles of Incorporation" and the "UOG BORS' Amended Bylaws" for BOR approval.

**NOW, THEREFORE, BE IT RESOLVED**, that the BOR approves the updates incorporated into the "UOG Amended Articles on Incorporation" and the "UOG BORS' Amended Bylaws", as attached.

Adopted this 23<sup>rd</sup> day of August 2018.

  
Elizabeth C. Gayle, Chairperson

**ATTESTED:**

  
Thomas W. Krise, Ph.D., Executive Secretary

**UNIVERSITY OF GUAM  
AMENDED ARTICLES OF INCORPORATION**

That we, the undersigned incorporators, do voluntarily associate ourselves together for the purpose of forming a nonprofit, non-membership Corporation pursuant to the provisions of Public Law 13-194 of the laws of Guam, for the creation and operation of an institution of higher learning and hereby certify:

**FIRST:**

That the name of this Corporation is the UNIVERSITY OF GUAM (UOG).

**SECOND:**

That the primary purposes for which this Corporation is formed, and its powers are as follows:

To create, establish and carry on an educational institution of higher learning within Guam, wherein graduates of accredited high schools, private secondary schools, and other persons of equivalent academic attainment, may pursue their education in all the various branches of the liberal arts and sciences and such other fields and pursuits of learning as are and may be customarily offered to students at such institutions of higher learning.

**THIRD:**

The Corporation hereby formed shall have the following powers to be duly exercised by the Board of Regents (BOR), officers, agents and employees as authorized by law and/or resolution:

- A. To acquire property, both real and personal, by purchase, lease, gift, devise, bequest, or otherwise and to hold, invest, use, lease, operate, improve, develop, sell, mortgage or otherwise encumber, and in every way control, manage and deal in personal property and real property, both improved and unimproved, for all appropriate corporate purposes.
- B. To make and perform contracts in furtherance of the purposes of this Corporation.
- C. To act as trustee under any trust incidental to the principal objectives of the Corporation and receive, hold, administer and expend funds and property subject to such trust.
- D. To borrow money, contract debts, and, from time to time, issue bonds, notes, debentures and other evidences of indebtedness and to secure the payment or performance of its obligations subject to legislative approval as required by 17 Guam Code Annotated (GCA) Section 16188 (c).
- E. To sue and, subject to the limitations of the Government Claims Act, Title VII Chapter 6 of the Government Code of Guam, to be sued.
- F. To qualify to carry on its nonprofit activities in any state, region, dependency or foreign country, and to conduct its nonprofit activities within or without Guam.

- G. To adopt, use and at will alter a corporate seal, but failure to affix a seal shall not affect the validity of any corporate instrument.
- H. To act as principal, agent, joint venturer, partner or in any other capacity which may be authorized or approved by the BOR of the Corporation and which the BOR may deem proper or convenient in connection with any of the foregoing purposes, or which may be calculated directly or indirectly to promote the interests of this Corporation.
- I. To have and exercise all the rights and powers conferred on nonprofit Corporations under the laws of Guam applicable thereto, as such laws are now in effect or may at any time hereafter be amended.
- J. To certify and submit a budget requirement for the following Fiscal Year for personnel and operating costs necessary for carrying out the mission, purposes, and general activities of UOG, including funds necessary for student loans, scholarships, and financial aid; and approve a reapportioned budget based on Legislative appropriations, as appropriate.
- K. To establish organizational units; to approve academic programs; to endorse an academic calendar; to provide a faculty; to adopt procedures and standards for the admission of applicants to the student body; to provide for the proper regulation and control of the students and their housing and welfare while in attendance; to validate the list of graduating students and grant appropriate degrees; and to engage and support efforts that improve and maintain autonomy and organizational rigor in support of maintaining meaningful accreditation.
- L. To approve new and/or changes to administrative positions and the administrator's salary scale and non-classified employee pay scales; and to establish the conditions and bestow tenure and/or promotion, emeritus status, and honorary degrees to appropriate individuals.
- M. To set UOG undergraduate and graduate degree program tuition rates and associated student fees and penalties.
- N. To name UOG buildings and facilities.
- O. To acquire insurances; make and change investments; and take other actions to ensure fiscal solvency and prudent financial management.
- P. To do any and all other acts necessary or expedient for the administration of its affairs and the attainment of its purposes, and to engage in any other business in any manner connected with or necessary, incidental or auxiliary to any of the purposes or powers hereinabove enumerated or which shall or may promote the interests of this Corporation, UOG and the general public; to possess and use all of the powers authorized and allowed to nonprofit Corporations under the laws of Guam; to exercise any and all other powers which a partner or a natural person could have or exercise and which may now or hereafter be authorized by law; and do all other things needful or appropriate in the establishment and conduct of UOG hereinabove named.

**FOURTH:**

This Corporation is formed solely and exclusively for the purpose to benefit the community as set forth above, and not for pecuniary gain or profit, and no pecuniary gain or profit shall ever inure to any Regent or to this Corporation, or to any other person or Corporation, from the corporate property or operations. The earnings and revenues, if any, of this Corporation, including, but not limited to, appropriated funds, tuition fees, interest from investments, and income from any and all sources whatsoever, shall be used exclusively for the purposes for which this Corporation is formed as hereinabove set forth, and no part thereof shall ever enter to the benefit of any member of this Corporation or any other individual firm or Corporation. No Regent or Officer of this Corporation shall have any personal, proprietary or beneficial interest in the property of the Corporation either during its corporate existence or on its dissolution.

It being hereby expressly provided and declared that all property whatsoever acquired by the Corporation of every kind and character, and all increments, interests or earnings thereof, shall be devoted in perpetuity to educational and public purposes. In the event of the liquidation, dissolution or abandonment of this Corporation, its property shall not inure to the benefit of any private person, but shall go to a fund, foundation, or Corporation organized and operated solely for education and public purposes, with preference to other Corporations within this Western Pacific Region devoted to educational purposes, and otherwise subject to law.

**FIFTH:**

- A. The principal office for the transaction of the business of this Corporation shall be located in the Administration Building of UOG, Mangilao, municipality of Mangilao, Guam.
- B. Public Law 13-194, as amended by Public Law 17-55, Public Law 19-40 and Public Law 26-24 has heretofore vested the government, control and operation of UOG in its BOR who shall number nine (9) members, citizens of the United States of America or permanent resident aliens and domiciles of Guam for at least three (3) years prior to their appointment. No person shall sit on the BOR as a member who is an employee of the Government of Guam or of UOG. Also, at least one (1) member shall be an alumnum of UOG. The Regents shall, subject to the procedures established by law and these articles, be appointed by the Governor of Guam (I Maga'lahen Guåhan), with the advice and consent of the Legislature (I Lehislaturan Guåhan) and, excepting the Student Regent, the terms of the Regents shall be staggered and for six years.
- C. The Regent Nominating Council (RNC) has sole responsibility to identify, recruit, evaluate, and nominate all qualified candidates for non-student membership on the BOR of UOG. As such, the RNC will follow its own Bylaws outlining its membership and operations for the conduct of a search for non-student Regent candidates and the selection of Regent nominees in accordance with 17 GCA §16104.5.

Pursuant to 17 GCA §16104.6, the Student Regent shall be a full BOR member with all rights, privileges and responsibilities thereof. To be eligible to serve as a Student Regent of the BOR, the person shall be a full-time student at UOG who has completed one (1) year of study (for at least thirty (30) credits) and who has maintained good academic standing as defined by the BOR. The Student Regent is certified by the

Chairperson of the BOR and shall serve for a term of two (2) years beginning at twelve o'clock noon on the first Monday in May in the year in which he or she is elected.

The BOR shall establish the Student Regent Election Regulations that will be transmitted to the UOG Student Government Association (SGA) and Dean of Enrollment Management and Student Success for implementation and compliance.

- D. After a new Regent and/or Student Regent are confirmed as BOR members, the Chairperson of the BOR will administer an oath of office to the new BOR members prior to them officially assuming responsibilities. The Executive Secretary (UOG President) of the BOR may administer the oath of office to the Chairperson of the BOR, or new members, as needed.
- E. A member of the BOR may be removed by a vote of five (5) members for malfeasance in office or for persistent neglect or inability to discharge duties, or for offenses involving moral turpitude, and for no other cause. However, no member of the BOR shall be removed from office before a written bill of particulars shall have been given to the accused and before an investigation and an open hearing shall have been had. Any member who removes his residence from Guam shall be deemed to have vacated his office, thereby creating a vacancy on the BOR.
- F. Annually in April, the BOR shall elect a Chairperson, a Vice Chairperson, and a Treasurer from its membership by a majority vote of its total membership.
- G. Meetings of the BOR shall be held at a regular time and place determined by the BOR or its Bylaws. Special meetings may be called by the Chairperson or by the call of a majority of the members, as often as may be necessary. Meetings of the BOR, regular or special, shall be subject to the Open Government Law of Guam (5 GCA, Chapter 8). A majority of the board members shall constitute a quorum and an affirmative vote of at least five (5) members is required for any action to be valid.

**SIXTH:**

- A. The BOR, acting upon a recommendation of a Presidential Search Committee, by an affirmative vote of at least five (5) members, shall appoint the President of UOG, for a specified contractual term (17 GCA, § 16110). The President's duties, compensation, salary, and endowment shall be determined by the BOR. The President shall be the executive head of the internal operating organization of UOG and shall be responsible for the administration of the academic, business and service activities thereof. The President of UOG shall serve as Executive Secretary of the BOR.
- B. The President shall possess desirable qualities as an educational leader and administrator of a higher education institution. Among the requirements that the holder of the office must adequately satisfy are:
  - 1. Knowledge and understanding of the people of Guam and Micronesia.
  - 2. Training and experience in research, teaching, or the administration of higher education or similar discipline.

3. Possession of a terminal degree from a recognized institution of learning. Additional requirements may be prescribed by the BOR.
- C. The BOR shall set the tenure of office for the President. However, the term of employment for the position of President shall not end six (6) months prior to or six (6) months after an election for Senators and Governor and Lieutenant Governor. The BOR by an affirmative vote of at least five (5) members may renew the contract of a President. Similarly, by an affirmative vote of at least five (5) members, the BOR may terminate the services of the President for cause in the same manner and procedure that a Regent may be removed.
  - D. When a vacancy occurs in the office of the President, the BOR will establish a Presidential Search Committee and/or an additional Advisory Committee to solicit by advertisement candidates for the position of President, accept and review applications, interview applicants, and select from the applicants the top three (3) qualified candidates who meet the requirements enumerated by law and prescribed by the BOR. The applications of these three (3) persons shall be forwarded to the entire Board of Regents for its consideration and selection of the UOG President.

The Presidential Search Committee shall have, at a minimum, the BOR Chairperson, two (2) current non-student BOR members, one (1) Community Representative, UOG Faculty Senate President, and the UOG Student Government Association President. The BOR may add to the Presidential Search Committee, or to serve on an Advisory Committee, the UOG Faculty Union President, Staff Council Chairperson, Administrative Council Chairperson, and/or one (1) representative, who is not a Regent, from each of the following organizations: UOG Alumni Association, UOG Endowment Foundation Board of Directors, and/or Regent Nominating Council. The BOR Chairperson will serve as the Presidential Search Committee Chair or, in the alternative, the Presidential Search Committee may elect its own Chairperson.

The BOR will establish a budget for the Presidential search and may obtain the services of an experienced, professional organization with expertise in presidential searches to conduct training and/or conduct the UOG Presidential search.

**SEVENTH:**

This Corporation shall have no capital stock or shareholders. The Corporation shall be operated by the BOR for the use and benefit of Guam.

**EIGHTH:**

Neither the BOR nor the UOG President, officers, agents and employees of the Corporation shall be personally liable for its debts or obligations by reason of their respective capacities.

**NINTH:**


The life of this Corporation shall be in perpetuity unless sooner dissolved.


**TENTH:**

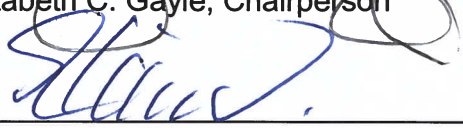
These Articles of Incorporation are subject to the provisions of Public Law 131-194, as amended by Public Law 17-55, and Public Law 19-40 which provisions, so far as may be

applicable, shall be a part of these articles and to the extent that any provision of these articles shall conflict therewith, said public laws shall prevail.

IN WITNESS WHEREOF, the undersigned members of the BOR of UOG by a majority vote have executed these amended Articles of Incorporation on August 23, 2018.

  
Elizabeth C. Gayle, Chairperson


  
Jillette T. Leon Guerrero, Vice Chairperson

  
Elvin Y. Chiang, Treasurer

  
Christopher K. Felix, Regent

  
Mari Flor Herrero, Regent


  
Hyo Sang Ji, Regent

  
Jerold W. Filush, Regent

  
Liza J. Provido, Regent

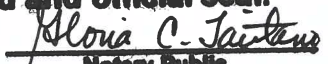
  
Annie Fay Camacho, Student Regent

**ATTESTED:**

  
Thomas W. Krise, Ph.D., Executive Secretary

**State of Guam U.S.A }  
County of Tamuning }**

**This instrument acknowledged before  
me this 23rd day of August 2018.  
by the above-named persons  
**Witness my hand and official seal.****

  
Gloria C. Taitano  
Notary Public

**GLORIA C. TAITANO  
NOTARY PUBLIC  
In and for Guam, U.S.A.  
My Commission Expires: SEPT. 14, 2021  
Commission No. NP-17-0120P  
P.O. Box 4539 Hagatna, Guam 96932**

