

BYLAWS OF THE  
SONS AND DAUGHTERS OF GUAM CLUB, INC.

**ARTICLE I. NAME**

The name of this nonprofit organization shall be:

SONS AND DAUGHTERS OF GUAM CLUB, INC.

**ARTICLE 2. OFFICES**

Section 2.1. The principal office of the Club for the transaction of its business is located in the City and County of San Diego, California.

Section 2.2. The county of the Club's principal office can be changed only by amendment of the Articles of Incorporation and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of these Bylaws:

Physical street address:  
334 Willie James Jones Avenue  
San Diego, California 92102

For correspondence write to:  
P. O. Box 740067, San Diego, CA 92174-0067

Section 2.3. The Club may also have offices at such other places, within or without the State of California where it is authorized to do business, as its business may require and as the Board of Directors may from time to time designate.

**ARTICLE 3. PURPOSE**

Section 3. The purposes for which this corporation is formed are:

- a. The primary purpose of this corporation is (1) to engage in, advance, promote, and encourage education, research, and related activities to preserve the culture and customs of the Guamanian/Chamorro people; (2) to establish an institution through which the Guamanian/Chamorro people may work for elevation of their economic structure, and (3) to provide an institution through which the members may work to maintain and

protect their rights as free citizens under the democratic processes, with equal rights, duties and responsibilities.

b. The general purposes of this corporation are, and shall be, exclusively charitable, educational, and more particularly, for the full realization and attainment of such purposes as the following:

1. To plan, organize, establish, join in, maintain, and to assist and contribute to institutions, associations and other undertakings for the purpose of engaging in education, research and related activities to promote and preserve the customs and culture of the Guamanian/Chamorro people;
2. To advance, assist, develop, encourage and extend the education and skill of Guamanian/Chamorro students;
3. To aid, supervise, direct, improve, and further the education of teachers and students in the studies and research of the history of Guam and its people, culture, and customs;
4. To establish and maintain working relations with one or more schools specializing in or with agencies performing economic, government, education and health studies and/or research concerning Guam and its people; to make available to such schools, institutions or agencies, knowledgeable personnel and lecturers, and to teach and conduct public and private classes and lectures on subjects such as, but not limited to, Guam's political history, social patterns, economy, health, education, religion, culture and customs;
5. To establish, endow, grant, and maintain scholarships and fellowships to assist and enable Guamanian/Chamorro students to continue and further extend their educational studies or research or subjects enumerated in the preceding paragraphs;
6. To disseminate and further the free exchange of knowledge, discovery and learning, and in this connection to promote the preparation, publication and distribution of books, papers, articles and reports on these subjects, and to establish and maintain an archive for the preservation of these materials;
7. To establish, own, conduct, acquire equipment, maintain, lease and operate, and to aid in, and contribute to the maintenance of equipment and operation of plant and facilities of the Corporation and in connection therewith to acquire, own, use, lend, donate, lease and operate equipment, property, apparatus, and supplies of all kinds for the use in carrying out the goals and objectives of this corporation;
8. To acquire by purchase, gift, bequest, devise or otherwise, and to possess, hold, maintain, use, invest and reinvest, convey, exchange, lease, mortgage, encumber, sell, transfer by gift or loan or otherwise, real and personal property of every kind and

description necessary or convenient in the conduct and operation of this corporation and in the accomplishment of its purposes;

9. To act as trustee under any trust and to create trusts incidental to or for the accomplishment of the purposes of this corporation, and to receive, hold, administer, and invest, reinvest and expend funds and property subject to such trusts;
10. To borrow money, contract debts, issue bonds, notes and debentures, and to secure the same;
11. To do any and all other acts and things that a non-profit corporation is empowered to do, or that a natural person might do, which may be necessary, convenient or desirable in the administration of the affairs and for the full attainment of the general purposes of this corporation.

#### **ARTICLE 4. MEMBERS**

Section 4.1. Classes of Membership. There shall be three (3) classes of membership of this Club. Only regular members shall have voting rights, as specified in Section 5.5 herein.

- a. One (1) class of membership shall be known as “regular members.” Regular membership includes:
  1. “Regular annual members” who pay dues annually and shall be identified by white membership cards;
  2. “Lifetime members,” who pay the one-time lifetime fee and shall be identified by gold membership cards;
  3. “Senior Lifetime Members,” a special group of regular members, who have reached the age of 80 and beyond and who shall be identified by gold membership cards.
  4. “Permanently Disabled Lifetime Members,” a special group of regular members who have become permanently disabled and immobile and who shall be identified by gold membership cards.
- b. The second (2<sup>nd</sup>) class of membership shall be known as “affiliate organization.”
- c. The third (3<sup>rd</sup>) class of membership shall be known as “honorary member.”

Section 4.2. Qualifications for Regular Membership. A regular member is an individual who:

- a. Is eighteen (18) years of age or over;
- b. Agrees with the goals and purposes of the Club;

- c. Applies in writing to the Board of Directors for membership;
- d. Is approved for membership by the Board of Directors;
- e. Pays:
  - (1) each year's dues of \$25; or
  - (2) pays the one-time lifetime membership dues of \$150; or
  - (3) No dues and is a Senior Lifetime Member; or
  - (4) No dues and is a Permanently Disabled Lifetime Member.

Section 4.3. Benefits of Regular Members. The benefits of a regular member include the right to:

- a. Vote.
- b. Run for office.
- c. Serve in committees.
- d. Receive discounted rental fee of club facility, upon availability.
- e. Receive two (2) days free usage of the clubhouse, upon availability, for bereavement purposes in the event of the death of the member, member's spouse, or any dependent of the member claimed as an exemption for income tax purposes.

Section 4.4. Qualifications for Affiliate Membership. An affiliate organization shall be an organization (whether incorporated or not) which:

- a. Agrees with the goals and purposes of the Sons and Daughters of Guam Club, Inc.
- b. Applies in writing to the Board of Directors for membership;
- c. Is approved at a special or regularly held meeting of the Board of Directors;
- d. Files with the Board of Directors a list of principal officers with addresses and telephone numbers;
- e. Pays the first year's dues of \$75, and annually thereafter;
- f. Designates a delegate who is to attend meetings of the Club and to act on behalf of the affiliate organization.

Section 4.5. Rights of Affiliate Organizations. Affiliate organizations have the right to two (2) days free usage of the clubhouse per year, upon availability, for the purpose of conducting meetings or novenas. Affiliate organizations have no voting rights.

Section 4.6. Honorary Membership. An honorary member is a person to whom the honor of a free lifetime membership is bestowed for meritorious deed or activity worthy of the recognition

of this organization. Honorary membership will be approved by the Board of Directors. Honorary members shall not be required to pay dues. Honorary members have no voting rights. Honorary members may apply for regular membership.

Section 4.7. Dues. The dues payable to the Club by:

- a. Regular annual members is twenty-five dollars (\$25.00) The annual dues shall be paid at the beginning of each calendar year commencing January 1 and no later than January 31.
- b. Lifetime members is the one-time lifetime membership fee of one hundred fifty dollars (\$150.00).
- c. Senior Lifetime members shall not be required to pay dues.
- d. Permanently Disabled Lifetime Members shall not be required to pay dues.
- e. Honorary members shall not be required to pay dues.

Section 4.8. There is no limit to the number of members the Club may admit.

Section 4.9. The Club shall issue membership cards to all members.

Section 4.10. Regular members who pay dues annually shall be identified by white membership cards.

Section 4.11. Lifetime membership may be granted to any regular member who elects to pay the one-time lifetime membership fee of one hundred fifty dollars (\$150.00). He will then be issued a special gold membership card which identifies him as a lifetime member.

Section 4.12. Senior Lifetime membership shall be granted to any regular member who has reached the age of 80 or beyond. He will then be issued a gold membership card which identifies him as a Senior Lifetime Member. Senior lifetime members are not required to pay dues.

Section 4.13. Permanently Disabled Lifetime membership shall be granted to any regular member who has become permanently disabled and immobile. He will then be issued a gold membership card which identifies him as a Permanently Disabled Lifetime Member. Permanently Disabled Lifetime members are not required to pay dues.

Section 4.14. The Club shall keep a membership register containing the names and addresses of each member. Members shall provide the Club with current contact information, i. e. name, address, and telephone/cell phone numbers. Members may also provide their email address. Termination of the membership of any member shall be recorded in the register, together with

the date on which such membership ceased. The register shall be kept at the Club's principal office. The membership register shall be open to inspection by members at all reasonable times during office hours. A copy of the membership roster, excluding contact information, shall be posted at the Club's principal office.

Section 4.15. No member of this Club shall be personally liable for the debts, liabilities, or obligations of the Club.

Section 4.16. Membership in the Club is non-transferable and non-assignable.

Section 4.17. Termination of Membership

- a. The membership of any member of the Club shall automatically terminate on: (1) his written request for such termination delivered to the President or Secretary of the Club personally, or by United States mail; or (2) on the dissolution or disbandment of the corporation, or death of the member, as the case may be.
- b. The membership of any member who fails to pay his annual dues when they become due and within ninety (90) days thereafter, shall automatically terminate at the end of such ninety (90) day period, provided he was given written notice delivered to him personally or by United States mail within thirty (30) days before the 90th date that such dues become totally due and payable as of said due date. In the event that such written notice is not given as herein required, then such membership shall automatically terminate for nonpayment of dues only if they are not fully paid within thirty (30) days after such written notice is eventually given and delivered to the member, in person or deposited in the United States mail, postage prepaid, and sent to him at his address as it appears on the books of the Club. The Club shall send out written notice by December 1 of each year. Termination of membership due to non-payment of dues, will take effect on March 1, provided members were given the prior written notice.
- c. Any member may be terminated for cause from the organization by the affirmative vote of three-fourths (3/4) of the Board of Directors at any regular or special meeting called for that purpose for: (1) conduct detrimental to the interests of the organization; (2) lack of sympathy with its objectives; or (3) refusal to render reasonable assistance in carrying out the organization's purposes. Any such officer or member proposed to be removed shall be entitled to prior notice in writing delivered personally or by United States mail, at least ten (10) days before the meeting at which such removal is to be voted upon, and shall be entitled to appear before the Board and to be heard at such meeting. The prior written notice shall specify the date, time, and place of the meeting and the reason for the vote of his removal.
- d. All rights of a member in the Club or in its property shall cease on termination of membership, as herein provided.
- e. Any member whose membership is terminated as provided in this Section other than by

dissolution or disbandment of the organization, or death of the member, may have his membership reinstated, in accordance with the provisions of Section 4.2.

Section 4.18. No member of this Club shall be suspended or expelled for any reason whatsoever, and his membership shall terminate only as provided in Section 4.17 and not otherwise.

## **ARTICLE 5. MEETINGS OF MEMBERS**

Section 5.1. Meetings of members shall be held at the principal office of the Club or at such other place or places within or without the State of California, as may be designated from time to time by resolution of the Board of Directors.

Section 5.2. Regular and Special Meetings

a. Regular monthly meetings for members shall be held on the first Sunday of each month at 2:00 p.m. In the event of a three (3) day holiday weekend, the President may reschedule or suspend the regularly held monthly meeting. Not less than ten percent (10%) of the regular members in San Diego County shall constitute a quorum at each regularly scheduled monthly meeting

b. For the purpose of nominating Officers and Directors, and transacting such other business as may come before the meeting, the members shall meet biennially on the first (1<sup>st</sup>) Sunday in September in each year, beginning with the year 2012, at 2:00 p.m. If the nomination of Officers and Directors is not held at such biennial meeting or immediately upon adjournment thereof, the Board of Directors shall cause the nomination to be held at a special meeting of the members called and held soon thereafter. Not less than fifteen percent (15%) of the regular members in San Diego County, shall constitute a quorum at each scheduled special meeting for the biennial nomination and election of Officers and Directors.

Section 5.3. Special meetings of members may be called by the President or by any four (4) Directors and held at times and places within or without the State of California. Not less than fifteen percent (15%) of the regular members in San Diego County, shall constitute a quorum at each scheduled special meeting.

Section 5.4. Written or printed notice of the time and place of every special meeting shall be delivered personally to each member entitled to vote or sent to him by United States mail, postage prepaid, at least ten (10) days prior to such meeting. Notice of meetings of members shall specify the place, the day, and the hour of the meeting, and the general nature of the special business to be transacted.

Section 5.5. Voting Rights

- a. Only the regular members shall be entitled to vote on any matter submitted to the vote of the members.
- b. No single vote shall be split into fractional votes.
- c. Affiliated organizations and honorary members have no voting rights.

Section 5.6. Meetings of members shall be presided over by the President of the Club or in his absence by the Vice President, or in the absence of both by the Chairperson of the Board of Directors. The Secretary of the Club shall act as Secretary of all meetings of members, provided that in his absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time.

#### **ARTICLE 6. BOARD OF DIRECTORS**

Section 6.1. The Club shall have eight (8) Directors and collectively they shall be known as the Board of Directors. The number includes the President who shall be an "ex-officio" member of the Board of Directors. The number may be changed only by the amendment of these Bylaws by the vote or written assent of the members entitled to exercise a majority of the voting power. At no time shall the number of Directors be less than five (5). When such is the case, an appointment will be made by the President and confirmed by the Board, to serve out the remainder of the term.

Section 6.2. The words "Director" and "Board" as used in the Articles of Incorporation of this Club or in these Bylaws, in relation to any power or duty requiring collective action, mean "Board of Directors."

Section 6.3. The Directors shall control the Club's property and conduct its affairs, except as otherwise provided by law. The Board of Directors shall:

- a. Be the policy-making body, providing guidance and direction to the Officers and members on matters pertaining to the achievement of the objectives of the organization;
- b. Be responsible for the enforcement of the provisions of the Constitution and the Bylaws;
- c. Consider all applicants for membership in the organization;
- d. Confirm all applicants for membership in the organization;
- e. Confirm the appointment of Committee Chairperson(s); and
- f. Confirm the appointment of Director(s) serving out the remaining term of vacated office.



Section 6.4. The powers of the Directors shall be:

- a. To have general supervision of the assets and property of the Club;
- b. To call special meetings when necessary;
- c. To confirm the appointment and/or removal of agents and employees, their duties, compensation and security for the faithful performance of their duties;
- d. To have an audit at least once a year of all records and books of accounts of the Club;
- e. To accept and to administer on behalf of the Club all grants, bequests, devices, and donations;
- f. To contract out such grants to member agencies under such terms and condition as the Club may impose; and
- g. To countersign checks for disbursement.

Section 6.5. Each Director shall hold office until his successor is elected.

Section 6.6. Directors shall serve without compensation.

Section 6.7. Nomination and Election

- a. Directors will be elected by the regular members at the biennial meeting of the Club on the first (1<sup>st</sup>) Sunday of November at 2:00 p.m. The active regular members shall be notified of the date, time and place of the meeting by United States mail, postmarked at least ten (10) days prior to the meeting, if meeting is to be held at a place other than the regular meeting place. A minimum of seven (7) names and a maximum of eleven (11) names will be presented on the Nomination Petition at the general membership meeting on the first (1st) Sunday of September. Seven (7) of the eight (8) Directors will be elected based on obtaining the seven (7) largest votes of all nominees. The election will be by secret ballot at the November meeting. Absentee ballots will be counted in electing Directors and Officers. The eighth member of the Board of Directors shall be the President.
- b. The nomination of Officers will be conducted concurrently with the nomination of Directors at the September meeting. The election of Officers will be conducted concurrently with the election of Directors at the November meeting.
- c. Directors and Officers shall be sworn in and installed at the regularly scheduled December meeting and shall serve for a two-year term. The oath for each office shall take the following form:

(Person conducting swearing in) ... *“Please raise your right hand...”*

*“Do you, and each of you, solemnly declare that you freely accept the office of \_\_\_\_\_ in the Sons and Daughters of Guam Club, Inc. Do you pledge to uphold the Constitution and Bylaws of the Club, and to promote and further the aims of the Club to the best of your ability. So help you, God. If so, say “I do.”*

Section 6.8. Meetings of Board of Directors

- a. Meetings of the Board of Directors shall be held at the principal office of the Club, unless otherwise provided by the Board.
- b. Regular meetings of the Board shall be held on the last Wednesday of each month beginning at 7:00 p.m., unless otherwise specified by the Board of Directors.
- c. Special meetings of the Board of Directors may be called by the President, or if he is absent or is unable to act, by the Vice President, or by the Board Chairperson.
- d. The Secretary of the Club, or other person designated by the President, shall deliver written notice of the time and place of special meetings.
- e. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum as hereinafter defined, is present.
- f. Except as otherwise expressly provided in these Bylaws, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present.
- g. All meetings of Directors shall be governed by current revision of Robert’s Rules of Order.
- h. All meetings of Directors shall be presided over by the Chairperson, Vice-Chairperson, or in the absence of both by a chairperson chosen by a majority of Directors present. The Secretary of the Club shall act as Secretary of the Board of Directors. In the event that the Secretary is absent from any meeting of Directors, the presiding officer may appoint any member to act as Secretary for the meeting.
- i. A quorum shall consist of the simple majority of the elected Directors.

Section 6.9. Every act or decision done or made by a simple majority of the Directors present at a meeting constitutes an act or decision by the entire Board.

Section 6.10. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent to such action.

Section 6.11. Any individual Director may be removed from office for cause at any time by the vote of a majority of the voting members of the Club. If any Director is so removed, a new Director may be appointed by the President, confirmed by the Board, and he shall hold office for the remainder of the term of the removed Director. If a new Director fails to be appointed or confirmed, the vacancy created by the removal shall be filled by a special election at a time and place designated by the Board of Directors.

#### Section 6.12. Board Vacancies

- a. Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of a Director; (2) whenever the number of Directors authorized is increased; and (3) on failure of the members in any election to elect the full number of Directors authorized.
- b. The Board of Directors may declare vacant the office of a Director if:
  1. He is declared of unsound mind by an order of court, or convicted of a felony; or
  2. Within sixty (60) days after notice of his election, he does not accept the office either in writing or by attending a meeting of the Board of Directors; or
3. He shall be absent from three (3) successive regularly scheduled meetings, except for bona fide reasons; or
4. Removed from office for cause, in accordance with Section 6.11.
- c. Vacancies caused by the death, resignation, or disability of a Director or Directors, or by his or their removal as provided in these Bylaws, or by an amendment of the Articles of Incorporation or of these Bylaws increasing the number of Directors authorized, shall be filled by appointment, in accordance with Section 6.1.
- d. A person elected Director to fill a vacancy as in this Section shall hold office for the unexpired term of his predecessor, or until his removal or resignation.
- e. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of his term of office.

Section 6.13. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Club.

Section 6.14. Should any person be sued, either alone or with others, because he is or was a Director, Officer, or employee of the Club, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the Club or by the Club, indemnity for his reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against the Club, its receiver, or its trustee, by the Court in the same or a separate proceeding if: (1) the person sued is

successful in whole or in part, or the proceeding against him is settled with the approval of the Court; and (2) the Court finds that his conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorney's fees, incurred in the defense of the proceeding, as the Court determines and finds to be reasonable.

## **ARTICLE 7. OFFICERS**

Section 7.1. The Officers of this Club shall be President, Vice President, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer. The offices of Assistant Secretary and Assistant Treasurer may be appointed by the President.

Section 7.2. Officers shall be nominated by the voting members at the biennial meeting as specified in Section 5.2.b concurrently with the nomination of the Board of Directors. Nominations shall be made from the floor during the regular meeting on the first Sunday in September at 2:00 p.m. where a quorum of 15% of regular members in San Diego County, are present. Election will be by secret ballot at the regular monthly meeting in November. Absentee ballots will be counted. Officers will be installed at the regular December meeting and will serve for two (2) calendar years. Each Officer shall hold office until he resigns, or is removed, or is otherwise disqualified to serve, or until his successor is elected.

Section 7.3. The duties of the Officers are as follows:

1. President. The President shall be the chief executive officer of the Club and as such, shall have general supervision and control of the business and affairs of the Club.

- a. He serves as an "ex-officio" member of the Board of Directors.
- b. He shall preside at all meetings and be an ex-officio member of all special committees.
- c. He shall countersign checks for disbursements.
- d. He shall appoint chairpersons of committees.
- e. He shall have the power, in the event of a vacancy in the office of Vice President, Secretary, or Treasurer, to appoint pro tem, a member to fill such vacancy, until a new officer is elected to fill the vacated office.
- f. He shall have the power to designate at meetings a substitute in the absence of the Secretary or Treasurer.
- g. He shall have the power to appoint a sergeant-at-arms.

- h. He shall have the power to appoint and remove all necessary agents and employees, to prescribe their duties, to establish their compensation, and to require from them security for the faithful performance of their duties.
- i. He may spend, at his discretion, up to Five Hundred Dollars (\$500.00) of Club funds per calendar year, in the furtherance of valid Club objectives.
- j. He shall perform such other duties and exercise such powers as may be prescribed in these Bylaws or as authorized by the Board of Directors.

2. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all restrictions upon the President. He shall perform other duties as assigned by the President, or as provided by these Bylaws.

3. Secretary. The Secretary shall attend all regular and special meetings and meetings of the Board of Directors. The Secretary shall record and keep minutes of the respective proceedings. He shall perform other duties as assigned by the President, or as provided by these Bylaws.

4. Treasurer. The Treasurer shall keep and maintain accurate accounts of the properties, receipts, liabilities and general finances of the Club. He shall sign checks for disbursement of funds and submit a monthly financial report to the general meeting. He shall perform such other duties as may be prescribed by the President, or as provided by these Bylaws.

5. Assistant Secretary. The Assistant Secretary shall assist the Secretary and shall perform his functions during the absence of the Secretary. He shall perform such other duties as may be prescribed by the President, or as provided by these Bylaws.

6. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer and shall perform his functions during the absence of the Treasurer. He shall perform such other duties as may be prescribed by the President, or as provided by these Bylaws.

## **ARTICLE 8. COMMITTEES**

Section 8.1. The Board of Directors may create such special or ad hoc committees as may be necessary to carry out special projects and/or programs of the Club.

Section 8.2. A Health and Bereavement Committee shall be established at all times. One of the functions of the Health and Bereavement Committee is to provide assistance in the event of illness or death of a member or one of his immediate family. Immediate family includes the member, his spouse, parent(s), or any dependent of the member claimed as an exemption for income tax purposes.

- a. In the case of illness requiring hospitalization of a member, or one of his immediate family, an amount not to exceed twenty-five dollars (\$25.00) may be expended for the offering of Mass and/or the purchase of cards for delivery to the person hospitalized.
- b. In the case of the death of a member or of one of his immediate family, the amount of one hundred fifty dollars (\$150.00) shall be contributed to the member or to the surviving family or relative of the deceased member responsible for burial and/or daily/nightly Rosary activities.

### Section 8.3. Standing and Other Committees

- a. Standing committees shall be, but not be limited to:
  1. Health and Bereavement Committee shall be responsible for sending condolence or get-well cards, offering Mass, and delivering monetary donations on behalf of the Club in the event of the hospitalization or death of a member, or a member of his immediate family, as defined in Section 8.2.
  2. Liberation Day Committee shall coordinate planning for the Liberation Day celebration.
  3. Membership Committee shall be responsible for soliciting and screening new members, and maintaining the membership register.
  4. Scholarship Committee shall identify and screen scholarship applicants.
  5. Telephone Committee shall be responsible for rapidly contacting all members at the request of the President.
  6. Ways and Means Committee shall be responsible for coordinating fundraising activities.
- b. Other committees may include, but not be limited to:
  1. Bylaws Committee shall be responsible for maintaining the Bylaws.
  2. Nomination/Election Committee shall be responsible for Nomination and Election activities.
  3. Public Relations Committee shall be responsible for all public relations.
  4. Recreation Committee shall be responsible for special recreation projects.
  5. Seniors Committee shall be responsible for senior activities

6. Sports Committee shall be in charge of sports activities.

7. Youth Committee shall be responsible for youth activities.

## **ARTICLE 9. EXECUTION OF INSTRUMENTS – DEPOSITS AND FUNDS**

Section 9.1. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution, authorize any officer or agent of the Club to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, employee, or member, shall have any power or authority to bind the Club by any contract or agreement, or to pledge its credit, or to render it liable pecuniary for any purpose or in any amount.

Section 9.2. All funds of the Club shall be deposited promptly to the credit of the Club in banks or other depositories, as approved by the Board of Directors.

## **ARTICLE 10. CORPORATE RECORDS, REPORTS AND SEAL**

Section 10.1. The Club shall keep at its principal office place or at such other place as the Board of Directors may direct, a book of minutes of all meetings of Directors and of all meetings of members, with the time and place of holding, whether regular or special, and if special, how authorized, how notice given, the names of those present at Directors meetings, and the number of members present at members' meetings, and the proceedings thereof.

Section 10.2. The Club shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Section 10.3. On request of an assessor, the Club shall make available at its principal office in California or at a place mutually acceptable to the assessor and to the Club, a true copy of business records relevant to the amount, cost, and value of property subject to local assessment which it owns, claims, possesses, or controls within the county.

Section 10.4. The books of accounts shall, at all reasonable times, be open to inspection by any member.

Section 10.5. The Board of Directors may submit to the members a written annual report including a financial statement.

Section 10.6. The Board of Directors may (but is not required to) adopt, use, and at will alter, a corporate seal. Such seal (if adopted), shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

## **ARTICLE 11. FISCAL YEAR**

Section 11. The fiscal year of the Club shall begin on the first day of January and end on the last day of December in each year.

## ARTICLE 12. BYLAWS

Section 12.1. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors or members, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

Section 12.2. Subject to any provision of law applicable to the amendment of Bylaws of non-profit organizations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

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a. Subject to the power of the members to change or repeal them, by the vote of a majority of members present at any special or regular meeting at which a quorum of

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fifteen percent (15%) of the regular members in San Diego County are present, provided that written notice of such meeting and of the intention to change the Bylaws is delivered to each member at least ten (10) days prior to the date of such meeting

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provided that a Bylaw fixing or changing the number of Directors may not be

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adopted, amended, or repealed except as provided in paragraph (b) hereof; or

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b. By the vote or written assent of a majority of the members (entitled to vote) or the vote of a majority of a quorum at a meeting duly called and noticed for the purpose, in accordance with Section 5.4 hereof.

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Section 12.3. The original, or a copy, of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the Club, shall be recorded and kept in a book which shall be kept in the principal office of the Club, and such book shall be open to inspection by members at all reasonable times during office hours.

## ARTICLE 13. CONSTRUCTION



Section 13. As used in these Bylaws:

- a. The masculine gender includes the feminine and neuter.
- b. The singular includes the plural, and plural includes singular.
- c. The word “shall” is mandatory and the word “may” is permissive.
- d. The words “Director” and “Board” have the meaning in Section 6.2.

**WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

We, the undersigned, are all Directors of the Sons and Daughters of Guam Club Inc., a California corporation, and pursuant to the authority granted to the Directors in Article 6, Paragraph 6.10 of said Articles, to take action by unanimous written consent without meeting, we consent to and hereby do adopt the foregoing attached Bylaws, as amended and ratified by the general membership on February 5, 2012, as the Bylaws of the Sons and Daughters of Guam Club, Inc.

Dated: November 2, 2012

\_\_\_\_\_  
Jesus Aguon "Bataik" Cruz, President

\_\_\_\_\_  
Ana Torres Blas, Director

\_\_\_\_\_  
Lee Ann Crisostomo Cruz  
Chairperson, Board of Directors

\_\_\_\_\_  
Lou Delgado Pangelinan, Director

\_\_\_\_\_  
Robert Donato Piccola, Jr., Director

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IN WITNESS WHEREOF, the undersigned, being the Secretary of the Sons and Daughters of Guam Club, Inc., hereby attests to the authenticity of signatures above.

\_\_\_\_\_  
Elaine Manglona Taijeron Cruz, Secretary