

**GUAM MEMORIAL HOSPITAL EMPLOYEES ASSOCIATION,  
(GMHEA) INC.**

**BY-LAWS**

**ARTICLE I  
Organization**

This Association is hereby organized as a non-profit organization for the employees of Guam Memorial Hospital Authority. Its purposes and activities shall insure no direct personal benefits to any of its members, nor to Guam Memorial Hospital Authority. The Corporation is organized exclusively for psychosocial, charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for social, scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earning of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Guam, where the principal office of the Corporation is located, exclusively for such purposes or to such organization or

organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE II**

### **Name**

This Association shall be known as the Guam Memorial Hospital Employees Association (GMHEA), Inc.

## **ARTICLE III**

### **Objectives**

The objectives of this Association are as follows:

- To promote the general welfare of the employees of Guam Memorial Hospital Authority by contributing physical and/or monetary assistance to its members;
- To foster and provide activities for the psychosocial well-being, morale and welfare of its members.
- To encourage a good employer-employee relationship among its members and Guam Memorial Hospital Authority administrators; and,
- To receive and disburse all funds designated for the Association, its designees or as approved by the GMHEA Board.

## **ARTICLE IV**

### **Membership**

All active employees of the Authority are eligible for membership. Non-discrimination: There shall be no discrimination or restriction on membership because of race, color, creed, national origin, sex, age, marital status, political affiliation, sexual orientation, religion, citizenship, medical condition or physical handicap. Applicants for membership must show a genuine interest and support in belonging to the Association, must be willing to actively participate in carrying out the objectives of this Association and shall uphold the following:

- A. **Application for Membership**
  - 1. Active GMH employees eligible for membership shall submit an application to the Association Board of Trustees. Application for membership shall be open enrollment through-out the calendar year.
  - 2. Any new employees interested in applying for membership must submit an application within thirty (30) days from effective date of employment with the Authority.
  
- B. **Membership Initiation Fees and Dues**
  - 1. There shall be no membership initiation fee.
  - 2. Membership dues shall be assessed at three dollars (\$3.00) each bi-weekly pay period and shall be by payroll deduction authorized by the employee. Failure of any member to pay his/her dues within two (2) pay periods may be reason for termination of membership and shall forfeit all rights provided for by the Association. Dues paid shall not be refunded to a member under any circumstances.

- C. Application of Membership
  - 1. To participate in all functions of the Association;
  - 2. To hold office when elected and to serve on committees when appointed; and,
  - 3. To be entitled to all benefits provided to the members of the Association.
- D. Membership Card  
A membership card will be issued upon signing the “Payroll Deduction Authorization,” for the first bi-weekly payroll deduction of dues, or shortly thereafter.

**ARTICLE V**  
**Benefits**

All members are entitled to the following benefits, as long as disbursement of money will not jeopardize the accountability of the Association:

- A. Hospitalization – Admission/transfer Off-island (\$50.00).
  - 1. Flowers upon hospitalization of a member, or \$35.00 cash if discharged. Cost of flowers must not exceed \$35.00.
  - 2. Monetary gift is made if member is discharged and flowers were not received during hospitalization.
- B. Employment Separation (Resignation and Retirement)  
Monetary gift based on the following Employee Association Membership, for consecutive months credit:
 

|                                  |          |
|----------------------------------|----------|
| 1. 15 years – Plus               | \$200.00 |
| 2. 10 years – less than 15 years | \$100.00 |
| 3. 5 years – less than 10 years  | \$75.00  |
| 4. 1 year – less than 5 years    | \$50.00  |
- C. Death
  - 1. Donation (\$50.00) and a sympathy card to the spouse, daughter, son or parent of the member.
  - 2. It shall be the responsibility of the Representative of a respective Department/Division to inform a Board of Trustee of a death of a member’s spouse, son, daughter or parent.
  - 3. A seraphic mass offering if needed.
- D. Social Activities
  - 1. Only members who are current in their dues as of December 10 of the current year and have been a member for a period of no less than 11 months shall be entitled to this benefit, unless otherwise deemed necessary by the Board of Trustees.
  - 2. Additional guests/non-members will be subjected to assessment as voted by the Board of Trustees, and Representatives.

**ARTICLE VI**  
**Administration**

- A. Board of Trustees
1. The association members or a respective Department/Division shall elect among its members a representative and an alternate to compose the Board of Trustees, by the first Monday of November. The number of Representatives shall be limited to the following organizational breakdown: However, when organizational changes in the authority occur, the number of Representatives shall be changed accordingly.
    - a. Executive Offices (Comprises of the Administrator/Associate Administrator, Nursing Administration and Professional Support Administration, EEO, and Controller's Office – 1)
    - b. Nursing Division – 1
    - c. Personnel Department – 1
    - d. Administrative Division – 1
    - e. Fiscal Services Division – 1
  2. A Representative, once selected, is an eligible candidate for any of the officer's positions.
- B. Offices
1. The officers of the Association shall be the:
    - a. President
    - b. Vice-President
    - c. Secretary
    - d. Treasurer
  2. The officers shall be elected by the members-at-large.

**ARTICLE VII**  
**Elections**

The elections of officers shall be according to the following procedures:

- A. Nominees  
Within seven (7) days after the Representatives are elected from the various departments/divisions on the first Monday of November, the elected representatives shall then nominate three candidates among themselves for each office.
- B. Election Committee  
The remaining Representatives not nominated for any of the offices shall constitute the Election Committee and shall be responsible to execute the following:
1. To activate on the second Monday of November.
  2. To prepare a list of the nominees and distribute the same to all Association members for consideration at least fifteen (15) calendar days prior to the election;
  3. To hold the annual election on the second Wednesday of the month of December; voting shall be by secret ballot and be conducted at the Guam Memorial Hospital and SNU locations.
  4. To tabulate and certify all votes;

5. To announce election results immediately, after the certification, to the various departments/divisions;
6. To retain and turn over all election-related documents to the outgoing Secretary; and
7. To deactivate immediately after all election matters are completed.

**ARTICLE VIII**  
**Assumption of Office**

Newly elected officers shall assume office on the first work day of January.

**ARTICLE IX**  
**Oath of Office**

All officers of the Association shall take and subscribe the following oath. The Chairperson of the Guam Memorial Hospital Authority Board of Trustees or his/her designee shall administer the oath as follows:

“I, \_\_\_\_\_, solemnly swear in the presence of the Almighty God that I will faithfully support the Constitution and By-Laws of the GMH Employees Association, and that I will conscientiously and impartially discharge my duties as an officer of the Association.”

**ARTICLE X**  
**Administrative Duties**

The following are the duties and functions of the various officers:

- A. **President**
  1. Shall preside at all meetings of the Association;
  2. Shall see that the work of the Association is carried forward to its best interest and to promote the objectives for which the Association is organized.
  3. Shall fill all vacancies of elected officers for the Board of Trustees;
  4. Shall vote only in the case of a tie; and shall be a co-singer on all funds disbursed by the Treasurer.
- B. **Vice-President**
  1. Shall preside at all meetings during the absence of the President;
  2. Shall discharge the duties of the President in his/her absence and shall execute the work of the Association under this constitution and Bylaws in the same manner and with like powers as the President;
  3. Shall render assistance as may be required by the President; and,
  4. Shall fill the vacancy of the President office.
- C. **Secretary**
  1. Shall record and keep the minutes of all meetings of the Association;
  2. Shall read all minutes of previous meetings;
  3. Shall prepare correspondences on behalf of the Association;
  4. Shall notify the Representatives prior to each scheduled meetings;
  5. Shall keep an accurate list of the names and addresses of all members of the Association;

6. Shall be responsible for mailing notices issued by the Association; and,
7. Shall submit all records of the Association to the newly-elected officers at a special meeting prior to the first work day in January;
8. Take attendance.

D. Treasurer

1. Shall take charge of all membership fees and dues and other monies or accounts received for the Association;
2. Shall be responsible for making timely deposits of all monies received;
3. Shall be responsible for keeping the accounts of the Association current and accurate;
4. Shall disburse funds only upon proper authorization from the President for the purpose of paying expenses legally incurred by the Association;
5. Shall co-sign all checks for the Association;
6. Shall make a financial report at each regular meeting of the Association and shall have a current financial statement available; and
7. Shall submit a complete accounting of all financial records by the end of the year and shall be subject to have his/her accounts audited at the end of each year or at any time as deemed necessary by the Board of Trustees.

E. Master-at-Arms (As needed)

1. Shall monitor discipline and order during all regular meetings and Association functions; and
2. In his/her absence, the President shall appoint a Representative to perform the duties of the Master-at-Arms.

F. Board of Trustees

1. Shall function as an advisory board on all matters relating to the Association's activities and shall assist the President on all Association functions;
2. Shall appoint committees to sponsor, support and/or conduct the approved activities of the Association;
3. Shall formulate policies of the Association and shall approve measures when a majority vote of the members is secured;
4. Shall authorize the Treasurer to expend funds for any worthwhile and approved project, event activity;
5. Shall study any proposed changes to this present constitution and by-laws and shall present said study to the Representatives for approval;
6. Shall appoint an Auditing Committee to conduct an impartial audit on the financial records at the end of the year or at any time as deemed necessary, and;
7. Shall submit all records of the Board to the new Board of Directors at a special meeting prior to the first work day in January.

**ARTICLE XI**  
**Terms of Office**

The elective terms of all officers shall be for two (2) years. Officers shall serve for no more than two (2) consecutive years in the same office.

**ARTICLE XII**  
**Meetings**

The meetings of the Association shall be as follows:

- A. The Board of Trustees regular meeting shall be held on the first Wednesday of every other month.
- B. The Chairperson may call special meetings during the month to transact special business.
  - 1. A general membership meeting shall be held annually towards the end of the year, which shall include the following agenda”
    - a. President’s Annual Report;
    - b. Treasurer’s Report; and
    - c. Secretary’s relinquishment of records to incoming officers. One-half (1/2) of the Representative present shall constitute a quorum to transact business at each meeting.
- C. The conduct of meeting shall be normally and generally governed by the “Roberts Rules of Order.”

**ARTICLE XIII**  
**Miscellaneous Provisions**

The miscellaneous provisions supplemented to the foregoing Articles including the following:

- A. Investment
  - 1. Ten percent (10%) of the money collected from fund raising events and bi-weekly dues shall be reserved for an investment fund.
  - 2. The remaining cash may be supplemented by fund raising projects and expended for general Association expenses.
- B. Auditing Committee

The Auditing Committee, required to conduct audits of the Treasurer’s end of the year financial report or at any time deemed necessary by the Board of Trustees, shall be comprised of the following members appointed by the Board of Trustees:

  - 1. One Association Board of Trustees;
  - 2. One GMH Accountant; and,
  - 3. Three Active Association Members.
- C. Complaint Procedures on Treasurer’s Financial Records and Reports
  - 1. If a member of the Association feels there may be discrepancies in the Treasurer’s financial records or reports, he/she shall submit a formal written request to the Board of Trustees, via his/her Department/Division Representative, within ten (10) working days after knowledge of such discrepancy.

2. Board of Trustees shall immediately review such complaint.
3. The Board of Trustees may appoint, within five (5) working days after official receipt of complaint, an Auditing Committee to investigate and determine the validity of such complaint.
4. The Auditing Committee shall submit its findings to the Board of Trustees within ten (10) working days after appointment date.
5. The Board shall then review the Committee's findings and shall make a judgment on the disposition of the case. The Board's decision on the complaint, whether in favor of the complainant or of the Treasurer's financial accountability, shall be final.
6. Recourse of external legal sources may be sought by the complainant, if not satisfied on the Board's decision.

D. Removal of Officer/Representative

1. The Board of Trustees shall have the power to remove any officer or Representative for affirmed grounds of incompetence, neglect of duties, or misconduct in office.
2. In case of a vacancy in office, the same shall be filled by the President, in accordance with Article X, A-3 of these By-Laws.
3. In case of a vacancy of a Representative, other than an officer, the respective Department/Division shall accordingly elect jurisdiction another representative to serve the unexpired term of office.
4. Any representative of officer who misses three (3) consecutive scheduled meetings shall be grounds for removal from his or her position.

E. Provisions for Clarifications, Omissions, Additions, Deletions and Deviations of the Constitution and By-Laws

1. In the event of an issue requiring exception to the written By-Laws, the Board of Trustees shall have the power to make the exception, with the approval and concurrence of at least one-half of the representatives.

Toni Villavicencio  
President

Frumen Patacsil  
Vice-President

Caridad Mantanona  
Treasurer

Carol Perez  
Secretary

**NOTARY PUBLIC ACKNOWLEDGEMENT**

Territory of Guam)

) ss.

City of Tamuning)

On this \_\_\_\_\_ day of \_\_\_\_\_, 2006, before me, a Notary Public in and for the Territory of Guam, personally appeared,

\_\_\_\_\_  
\_\_\_\_\_

known to me to be the persons whose names are subscribed to the within instrument, and they acknowledge to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year first above written.

\_\_\_\_\_  
NOTARY PUBLIC  
In and for the Territory of Guam  
My Commission expires:

## Articles of Incorporation For

### Guam Memorial Hospital Employee Association

**Articles of Incorporation of** the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the Territory of Guam, USA, do hereby certify:

**First:** The name of the Corporation shall be Guam Memorial Hospital Employee Association.

**Second:** The place in this Territory where the principal office of the Corporation is to be located in the City of Tamuning, Guam.

**Third:** Said corporation is organized exclusively for psychosocial, charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Fourth:** The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Neslon Rodriguez, 850 Camacho Road, Tamuning, Guam 96913

Zennia C. Pecina, 850 Camacho Road, Tamuning, Guam 96913

Catherine MacCollum, 850 Camacho Road, Tamuning, Guam 96913

The corporation shall consist of three or more trustees and officers, not to exceed seven.

**Fifth:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third thereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to

an insubstantial degree, engage in any activities or exercises any powers that are not in furtherance of the purposes of this corporation.

***Sixth:*** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**NOTARY PUBLIC ACKNOWLEDGEMENT**

Territory of Guam)

) ss.

City of Tamuning)

On this \_\_\_\_\_ day of \_\_\_\_\_, 2006, before me, a Notary Public in and for the Territory of Guam, personally appeared,

\_\_\_\_\_  
\_\_\_\_\_;

known to me to be the persons whose names are subscribed to the within instrument, and they acknowledge to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year first above written.

\_\_\_\_\_  
NOTARY PUBLIC  
In and for the Territory of Guam  
My Commission expires: