

I MINA' TRENTAI TRES NA LIHESLATURAN GUÅHAN
2016 (SECOND) Regular Session

Bill No. 401-33 (COE)

Introduced by:

V. Anthony Ada ^{CP}

AN ACT TO REPEAL AND RE-ENACT §9106 OF
CHAPTER 9 OF 12GCA AND AMEND §9108 OF
CHAPTER 9 OF 12GCA RELATIVE TO THE
COMPOSITION AND DUTIES OF THE BOARD OF
DIRECTORS OF THE GUAM VISITORS BUREAU.

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1 BE IT ENACTED BY THE PEOPLE OF GUAM:

2 Section 1. Section 9106 of Chapter 9 of 12GCA is *repealed and re-enacted* to read::

3 **§9106. Board.**

4 ~~(a) The exercise of the powers of the Bureau shall be directed by the Board of~~
5 ~~Directors composed of twelve (12) members selected in accordance with this Section.~~
6 ~~Five (5) directors, referred to as 'appointed directors' shall be members and shall be~~
7 ~~appointed by the Governor with the advice and consent from the Legislature. One of~~
8 ~~the appointed directors shall be a commissioner or assistant commissioner selected by~~
9 ~~the Commissioner's Council. Two (2) members shall be appointed by the Speaker of~~
10 ~~the Guam Legislature and shall be referred to as the~~
11 ~~'Legislative Directors'. Four (4) directors, referred as 'elected directors' shall be~~
12 ~~contributing members in good standing elected by the membership. The five (5)~~
13 ~~appointed, the legislative directors and four (4) elected directors shall then select the~~
14 ~~twelfth (12th) director by a vote requiring concurrence of eight (8) of the directors. The~~
15 ~~twelfth (12th) director shall be actively and directly involved in the tourism industry.~~

1 ~~There shall be one (1) alternate director who shall be appointed by the Speaker of the~~
2 ~~Legislature with the consent of the Legislature. He shall have no voting power unless~~
3 ~~and until a member of the Board of Directors is absent from a meeting. The alternate~~
4 ~~shall replace the first absent director. Should a absent director, who has been replaced~~
5 ~~by an alternate arrive at a meeting, his voting power displaces that of the alternate on~~
6 ~~any matters which arise after his arrival. The alternate director shall not replace a~~
7 ~~director who is present at a meeting but chooses to leave prior to the close of the~~
8 ~~meeting. The Board of Directors shall elect from amongst its body a chairperson and~~
9 ~~vice chairperson. The twelfth (12th) director from a previous board shall not be held~~
10 ~~over solely to act as the twelfth (12th) director of a new board. The twelfth (12th)~~
11 ~~director of a new board. (sic) The twelfth (12th) director of a previous board may be~~
12 ~~appointed as the twelfth (12th) director of any subsequent board as set forth herein.~~

13
14 ~~(b) Eight (8) directors shall constitute a quorum of the board for the~~
15 ~~transaction of all business. No director shall be entitled to vote his or her vote by~~
16 ~~proxy.~~

17
18 ~~(c) Elected and alternate directors, the legislative directors and the twelfth (12th)~~
19 ~~director shall serve for two (2) years.~~

20
21 ~~(d)(1) Appointed directors shall serve at the pleasure of the Governor.~~

22
23 ~~(2) Legislative Directors and the alternate director shall serve at the pleasure of~~
24 ~~the Speaker of the Guam Legislature.~~

25
26 ~~(e) Elected and alternate directors, the legislative directors and the twelfth (12th)~~
27 ~~director may be removed for cause upon the vote of not less than eight (8) directors or~~
28 ~~with or without cause upon the vote of not less than two thirds (2/3) of the total~~

1 ~~number of votes of the contributing members at a properly called meeting of the~~
2 ~~contributing members at which a quorum is present.~~

3
4 ~~(f) (1) A vacancy on the Board, whether created by resignation or removal, of a~~
5 ~~director who was appointed by the Governor shall be filled by appointment of the~~
6 ~~Governor with the advice and consent of the Guam Legislature. Said persons shall~~
7 ~~serve at the pleasure of the Governor.~~

8
9 ~~(2) The Speaker of the Guam Legislature shall fill vacancies on the Board, whether~~
10 ~~created by resignation or removal, of the Legislative Directors and the alternate~~
11 ~~director. Said persons shall serve at the pleasure of the Speaker of the Guam~~
12 ~~Legislature.~~

13
14 ~~(g) A vacancy on the Board (whether created by resignation or removal) of an~~
15 ~~elected member shall be filled by selection by at least two of the remaining elected~~
16 ~~directors. An elected director filling a vacancy shall serve only until the end of the~~
17 ~~term of the director whom he replaced.~~

18
19 ~~(h) A vacancy on the Board (whether created by resignation or removal) of the~~
20 ~~twelfth (12th) director shall be filled by selection of at least eight (8) of the directors. A~~
21 ~~person filling a vacancy of the twelfth (12th) director shall serve only until the end of~~
22 ~~the term of the director whom he replaced.~~

23
24 ~~(i) The Board shall act only by resolution at a meeting duly held. Neither the~~
25 ~~chairperson nor vice-chairperson nor any individual director or group of directors shall~~
26 ~~have any authority to direct any employee of the Bureau except by resolution adopted~~
27 ~~as herein provided. Any resolution or action of the Board shall require an affirmative~~
28 ~~vote or eight (8) at a properly held meeting of the Board.~~

1
2 ~~(j) Special meetings of the Board of Directors may be called at any time by the~~
3 ~~Chairperson, or in the Chairperson's absence, the Vice Chairperson; or, by the General~~
4 ~~Manager on the written instruction of any two (2) directors.~~

5
6 ~~(k) Neither an elected Director of the eleventh director shall serve more than two~~
7 ~~consecutive terms.~~

8
9 ~~(l) A vacancy on the Board (whether created by resignation or removal) of the~~
10 ~~legislative member shall be filled by appointment of the Speaker. The legislative~~
11 ~~director filling a vacancy shall serve only until the end of the term of the director~~
12 ~~whom he replaced.~~

13
14 ~~(m) Appointments made by I Maga'lahi [the Governor] shall conform to the~~
15 ~~requirements of 4 GCA §2105.~~

16
17 ~~(n) Appointments made by I Maga'lahi [the Governor] shall include an~~
18 ~~individual who possesses expertise in our island's folk arts, culture, language, heritage~~
19 ~~or history.~~

20
21
22 **§9106. Board.**

23 (a) The exercise of the powers of the Bureau shall be directed by the Board of
24 Directors composed of eleven (11) members selected in accordance with this Section.
25 Six (6) voting directors, referred to as 'appointed directors' shall be members and shall
26 be appointed by the I Maga Lahi [the Governor] with the advice and consent of I
27 Liheslatura. One (1) voting directors shall be a member of the Mayors Council of
28 Guam who is appointed by the I Maga Lahi [the Governor]. Three (3) directors shall

1 be appointed by the Speaker of *I Liheslatura* and shall be referred to as the ‘Legislative
2 Directors’ subject to the advice and consent of *I Liheslatura*. One (1) voting director
3 shall be appointed by a vote of six (6) or more voting members.

4
5 (b) The I Maga Lahi [the Governor] shall appoint one (1) alternate *appointed director*
6 who may vote in the absence of an *appointed director*. The Speaker shall appoint one
7 (1) alternate *legislative director* who may vote in the absence of a *legislative director*.
8 The appointment of alternate directors are subject to the advice and consent of *I*
9 *Liheslatura*.

10
11 (c) Six (6) voting directors shall constitute a quorum of the board for the transaction of
12 all business. No director shall be entitled to vote his or her vote by proxy. Actions of
13 the board are adopted by a majority vote of the quorum.

14
15 (d) Four (4) non-voting members shall be elected by the membership. Non-voting
16 members may participate in the discussion and proffer motions at board meetings but
17 shall not participate in executive sessions.

18
19 (e) (1) A vacancy on the Board, whether created by resignation or removal, of a
20 director who was appointed by the I Maga Lahi [the Governor] shall be filled by
21 appointment of the I Maga Lahi [the Governor] with the advice and consent of *I*
22 *Liheslatura*. Said persons shall serve at the pleasure of the I Maga Lahi [the Governor].

23
24 (2) The Speaker of *I Liheslatura* shall fill vacancies on the Board, whether created
25 by resignation or removal, of the Legislative Directors and the alternate director with
26 the advice and consent of *I Liheslatura*. Said persons shall serve at the pleasure of the
27 Speaker of *I Liheslatura*.

1 (f) A vacancy on the Board (whether created by resignation or removal) of an elected
2 member shall be filled by selection by at least two of the remaining elected directors.
3 An elected director filling a vacancy shall serve only until the end of the term of the
4 director whom he replaced.

5
6 (g) A vacancy on the Board (whether created by resignation or removal) of the
7 eleventh (11th) director shall be filled by selection of at least six (6) of the voting
8 directors. A person filling a vacancy of the eleventh (11th) director shall serve only
9 until the end of the term of the director whom he replaced.

10
11 (h) The Board shall act only by resolution at a meeting duly held. Neither the
12 chairperson nor vice-chairperson nor any individual director or group of directors shall
13 have any authority to direct any employee of the Bureau except by resolution adopted
14 as herein provided. Any resolution or action of the Board shall require an majority vote
15 of the quorum at a properly held meeting of the Board.

16
17 (i) Special meetings of the Board of Directors may be called at any time by the
18 Chairperson, or in the Chairperson's absence, the Vice-Chairperson; or, by the General
19 Manager on the written instruction of any two (2) voting directors.

20
21 (j) Neither an elected Director nor the eleventh director shall serve more than two (2)
22 consecutive terms.

23
24 (k)A vacancy on the Board (whether created by resignation or removal) of the
25 legislative member shall be filled by appointment of the Speaker. The legislative
26 director filling a vacancy shall serve only until the end of the term of the director
27 whom he replaced.

1 (l) Appointments made by I Maga'lahi [the Governor] shall conform to the
2 requirements of 4 GCA §2105.

3
4 (m) Appointments made by I Maga'lahi [the Governor] shall include an individual
5 who possesses expertise in our island's folk arts, culture, language, heritage or history.

6
7 **Section 2.** Section 9108 of Chapter 9 of 12GCA is *amended* to read:

8 **§9108. General Manager.**

9
10 (a) The Board, by an affirmative vote of at least ~~eight (8)~~ six (6) votes, shall
11 appoint a General Manager. The General Manager shall serve as the Bureau's chief
12 administrative officer, and his duties and compensation shall be determined and
13 approved by the Board. The General Manager will serve at the pleasure of the Board.

14
15 (b) The day-to-day operations of the Bureau shall be the province of the
16 General Manager. The General Manager shall be primarily responsible for the
17 maintenance, operation, development, and administration of the Bureau's business
18 affairs.

19
20 (c) The duties of the General Manager shall include the following:

21
22 (1) Insuring that the Board's rules and regulations are enforced;

23
24 (2) Attending all Board meetings unless excused by the Board;

25
26 (3) Keeping the Board advised as to the needs of the Bureau;

27
28 (4) Approving demands for the payment of obligations of the Bureau within the

1 purposes and amounts authorized by the Board;

2
3 (5) Selecting, appointing, terminating, with or without cause, and supervising
4 employees of the Bureau;

5
6 (6) Publishing a financial report in a manner provided by the Board within one
7 hundred twenty (120) days from the end of each fiscal year showing the result of
8 operations for the preceding fiscal year and the financial status of the Bureau on
9 the last day thereof;

10
11 (7) Rendering a monthly accounting statement to the Board in such form as the
12 Board directs;

13
14 (8) Annually submitting to the Board and the Governor programs and financial
15 plans in accordance with the provisions of the Executive Budget Act set forth in
16 Title VI, Chapter III of the Government Code of Guam; and

17
18 (9) Performing such other and additional duties as the Board may direct.
19