II. By-laws of Chamorro Tribe, Inc.

BY-LAWS

OF

CHAMORRO TRIBE, INC.

A NONPROFIT CORPORATION

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ARTICLE I

MEMBERSHIP

Section 1.
Membership of Chamorro Tribe, Inc., hereinafter referred to as Chamorro Tribe shall consist of:

(A) All Chamorro people who are living in the territorial limits as defined by Article VI and who at the time of the ratification of this document, possesses one-fourth (1/4) or more Chamorro blood.

(B) Any child of one-fourth (1/4) or more Chamorro blood born to any enrolled member of the tribe after the approval of these articles shall be entitled to membership.

Section 2.
The tribal council shall have the power to pass resolutions governing future membership, loss of membership, and the adoption of new members.

Section 3.
The burden of proof rests upon the applicant to establish his/her eligibility of enrollment.

ARTICLE II

MEETINGS

Section 1.
The tribal council shall have the power to determine when and where regular meetings shall be held, the tribal chairman shall have the power to call a special meeting of the tribal council, for the purpose of transacting any business designated in the call. Regular meetings shall be held a minimum of once monthly.

Section 2.
Meetings of this corporation shall, insofar as practical, follow the procedures for meetings as established by "Roberts Rules of Order," or such other standard guide as may be selected by the tribal council.

Section 3.
A majority of the members of the tribal council shall constitute a quorum for the transaction of any tribal business. A council member may vote at any meeting by his/her proxy, provided, such is in writing and is filed with the Secretary of this non-profit corporation not more than fifteen (15) days and not less than three (3) hours before such meeting.

Section 4
There shall be, every 2 years, a general membership meeting of the voting members of this corporation. Voting members shall be, in addition to the Chairman, Vice Chairman, all members of the Chamorro Tribe in good standing who attained the age of eighteen (18) years. The voting members must understand fully, adhere to, and act according to the principles and doctrines of Chamorro Tribe, and must be willing to assist in the furtherance of the purpose and goals of the Chamorro Tribe.

ARTICLE III

DUTIES OF OFFICERS

Section 1.
The tribal chairman shall preside over all meetings of the tribal council, shall act as the official spokesman on matters specifically authorized, shall engage in public relations and serve as coordinator of overall activities, and exercise any authority delegated to him by the council. The chairman shall not vote in the council except in case of a tie vote.

Section 2.
The tribal vice chairman shall assist the tribal chairman when called upon to do so and in the absence of the tribal chairman he shall preside. When so presiding, he shall have rights, privileges and duties as well as the responsibilities of the tribal chairman.

Section 3.
The tribal secretary-treasurer shall conduct all tribal correspondence and shall keep an accurate record of all matters transacted at council meetings. It shall be his/her duty to submit copies of all council meetings to all appropriate authorities.

He/she shall accept, receive, receipt for, preserve and safeguard all tribal funds or special funds for which the tribal council is acting as trustee or custodian. He/she shall deposit all funds in such properly insured depositories as the Tribal council shall direct and shall make and preserve a faithful record of such funds, and shall report on all receipts and expenditures and the amount and nature of all funds in his/her possession and custody at each regular meeting of the tribal council. An audit of accounts shall be made once a year and at such other times as the tribal council may require.

He/she shall not pay out or otherwise disburse any tribal funds in his possession or custody, except in accordance with a resolution duly passed by the tribal council and co-signed by the tribal chairman or vice-chairman acting in the capacity of the chairman.

Section 4.
Duties of the District Representatives shall be to represent the interests of the tribal members in his/her district in order to promote the health, welfare, education, economic well-being and any such interests as may promulgate the self determination of his/her district tribal members.

Section 5.
The duties of all committees, boards or officers appointed by the tribal council shall be clearly defined by resolution of the tribal council at the time of their creation or appointment. Such committees, boards and officers shall report to the tribal chairman from time to time as required, and their activities and decisions shall be subject to review by the tribal council.

ARTICLE IV

POWERS OF THE TRIBAL COUNCIL

Section 1.
Enumerated Powers. The Tribal Council shall have the following powers, subject to any limitations imposed by the laws or the Constitution of the United States, and the Territory of Guam.

Section 2.
To negotiate with the Federal, State and local government

Section 3.
To employ legal counsel, the choice of counsel and the determination of fees

Section 4.
To determine the disposition, lease or encumbrance of tribal lands, interests in land, tribal funds, or other tribal assets

Section 5.
To appropriate any available tribal funds for the benefit of the Chamorro Tribe or any tribal village organization

Section 6.
To supervise and manage tribal economic affairs and enterprises in accordance with the articles and bylaws

Section 7.
To pass and enforce rules and regulations in accordance with applicable Federal or Territorial statutes or regulations providing for the management of tribal lands

Section 8.
To promote and protect health, peace, morals, education and the general welfare of the villages and its tribal members

Section 9.
To administer all property of the Chamorro Tribe

Section 10.
To do such acts of administration and public natures as are not prohibited by applicable laws

Section 11.
To establish and regulate subordinate organizations for social and business purposes

Section 12.
To determine the administrative budget and fair compensation for any employees or contractors necessary to accomplish the purpose of this non-profit corporation.

Section 13.
To borrow money from any source whatsoever without limit as to amount, and on such terms and conditions and for such consideration and periods of time as the Tribal Council shall determine; to use all funds thus obtained to promote the social welfare and betterment of the chamorro tribe and of its tribal members; to finance tribal enterprises; to pay outstanding indebtedness of the chamorro tribe or tribal enterprises; or to lend money thus borrowed.

Section 14.
To pass resolutions necessary or incidental to the exercise of any or all of the foregoing powers.

ARTICLE V

BASIS OF ORGANIZATION

Section 1.
This corporation shall be organized on a non-profit basis, without the issuance of stock.

ARTICLE VI

JURISDICTION

Section 1.
The jurisdiction of the Chamorro Tribe shall extend to any village on Guam where any Chamorro tribal member may reside and particularly to any lands held or hereafter acquired by or for the Chamorro Tribe.

ARTICLE VII

ELECTIONS

Section 1
Regular elections shall be held every two (2) years.

Section 2.
Any member, male or female, eighteen (18) years of age or more and registered according to rules set forth by the Tribal Council shall be entitled to vote at any tribal election.

Section 3.
The Tribal Council shall prescribe rules and regulations governing tribal elections

Section 4.
The incorporators and appointed district representatives shall remain in office until their successors are duly elected and seated

Section 5.
The newly-elected members of the Tribal Council shall take office at the next regular meeting following the election and shall hold office for a term of two (2) years or until their successors are elected and seated.

ARTICLE VIII

VACANCIES AND REMOVAL FROM OFFICE

Section 1.
If any vacancy occurs in the membership of the Tribal Council, it shall be the duty of the Tribal Council to fill such vacancy by appointing a member from the district in which such a vacancy occurs, and such appointee shall hold office until his/her successor is duly elected by the voters of such village either at a special election or a regular election.

Section 2.
If a vacancy occurs in the office of the Tribal Chairman, and less than one (1) year remains of his term of office, then the Tribal Vice Chairman for the remainder of the term shall fill such position. If a vacancy occurs in the office of the Tribal Vice Chairman, and less than one (1) year remains of his term of office, then the Tribal Council shall have a special election to appoint such position for the remainder of the term.

Section 3
Any member of the Tribal Council or any appointed official of the Chamorro Tribe who during the term for which he/she is elected, is convicted of any felony, shall forfeit his/her office. Any member of the Tribal Council or appointed official, found guilty of dereliction of duty, malfeasance in office, or behavior reflecting on the dignity and integrity of the Chamorro Tribe may be removed from office by an affirmative vote of two-thirds (2/3) of the membership of the Tribal Council. Prior to any vote for removal from office, such member shall be given a written statement of charges against him/her at least thirty (30) days before which he/she is to appear and he/she shall be given an opportunity to answer any and all charges at the designated council meeting. The decision of the Tribal Council shall be final.

Section 4.
Any of the individual districts may petition for the recall of a council member elected by that district. Upon receipt by the Tribal Council of a petition signed by thirty percent (30%;) of the eligible voters from that district demanding recall of a member, and at least six (6) months prior to expiration of such member's term of office, it shall be the duty of the Tribal Council to call a special election in that district upon the question of recall. Such special election shall be called and held within a period of sixty (60) days after receipt of petition. No Tribal Council member may be recalled except by a majority vote in an election in which at least fifty percent (50%;) of the eligible voters in that district voted.

ARTICLE IX

VILLAGE ORGANIZATIONS

Section 1.
The District Representatives shall have the right to form village organizations such as Manamko (elderly), youth, persons with disabilities, veterans, businesses, farmers, women, etc., and adopt their own rules and regulations in harmony with the articles and bylaws of the Chamorro Tribe. It shall be the duty of the District Representatives from each village to report regularly all the action and decisions of the Tribal Council to the village organizations in its entirety.

ARTICLE X

BILL OF RIGHTS

Section 1.
This protection guaranteed by the Constitution of the United States of America and Territory of Guam shall not be abridged.

ARTICLE XI

INITIATIVE AND REFERENDUM

Section 1. Powers reserved to members of the Chamorro tribe.
The members of the tribe reserve to themselves the power to propose amendments to these By Laws and to propose resolutions and to enact or reject the same at the polls independent of the Tribal Council. The members of the tribe also reserve power at their own option to approve or reject at the polls any act of the Tribal Council.

Section 2. Reserved powers - determination of percentages.
The first power reserved by the members of the Chamorro tribe is the initiative and thirty percent (30%) of the registered tribal voters shall have the right to propose amendments to these By-Laws. The second power is the referendum and may be ordered upon petition signed by at least thirty percent (30%) of the registered tribal voters.

Section 3. Petitions.
The Tribal Chairman after ascertaining that sufficient numbers of registered tribal voters have signed shall call an election on an initiative or referendum petition. Any measure referred to the Chamorro tribe by the initiative or by the referendum shall take effect and be in force when approved by a majority of the votes cast in such election in which at least fifty percent (50%) of the registered tribal voters voted. All measures referred to the Chamorro tribe shall begin with the words, (Be it Enacted by the Members of the Chamorro Tribe)

ARTICLE XII

AMENDMENTS

Section 1.
These By-Laws may be altered, amended, or modified at any meeting of the corporation, the voting council members thereof having being duly notified of the proposed amendments or alterations. These By-Laws may be altered, amended, or modified by the council members by a two-thirds vote of all the council members, provided that such amendments shall not repeal any By-Laws adopted by the voting tribal members by resolution or initiative.

Section 2.
The Chamorro Tribe shall, at any meeting with a quorum present, have the power to make, amend and repeal bylaws for the governing and regulating of the affairs of the Chamorro Tribe; provided only that same be not inconsistent with the Articles and Guam Law. All actions relating to the bylaws shall require a two-thirds (2/3) vote of council members present and voting.

ARTICLE XIII

ORDER OF BUSINESS

Section 1.
At all meetings the Order of Business shall be:

a. Call to Order
b. Roll Call
c. Presentation of proofs of the due call of the meeting if necessary
d. Reading of prior minutes
e. Report of Tribal Chairman
f. Reports of committees
g. Unfinished business
h. New business
i. Treasurer Report
j. Adjournment

ARTICLE IX

SEAL

Section 1.
The corporation shall adopt a seal and the Secretary shall be custodian of the seal and shall affix it to all documents requiring the seal. The seal shall be a circular seal with CHAMORRO TRIBE on the circumference of the seal.

ARTICLE XV

INSURANCE

Section 1.
The tribal council shall determine the need for insurance for both property damage and public liability. Property damage insurance shall be carried for all property, real or personal, owned by this corporation and public liability insurance shall be carried to cover all persons or property not owned or employed by this corporation. Any vehicle owned by this corporation shall be adequately covered for public liability and property damage and in addition shall have uninsured motorist coverage and such other coverage as the tribal council may determine.

ARTICLE XVI

EXECUTION

We, the Founding Corporate Officers, of the non-profit corporation, known as the CHAMORRO TRIBE, a non-profit corporation within the Unincorporated Territory of Guam, do hereby approve these By-Laws.

Dated this 27 day of January, 2005.

Frank Joseph Schacher
TRIBAL CHAIRMAN

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