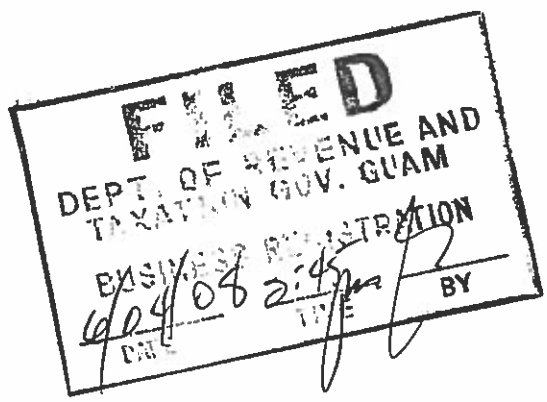


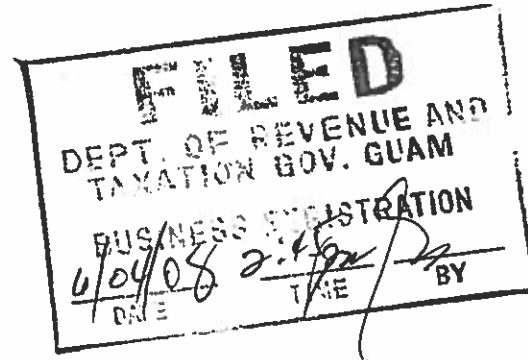
D-5489

Guam Bowling Congress
Special Meeting
Agenda
Sunday, May 18, 2008 at 2:00 p.m.
Central Lanes Bowling Center, Century Plaza



- I. Call to Order
- II. Roll Call
- III. Special Meeting Business
 - a. Amendment of By-Laws
 - i. Incorporation of Guam National Olympic Committee amendments into the By-Laws of the Guam Bowling Congress
 - ii. Acceptance of the World Anti-Doping policies of the International Olympic Committee and integration into the Guam Bowling Congress By-Laws
- IV. Announcements
- V. Adjournment

Guam Bowling Congress
Special Meeting
Minutes
Sunday, May 18, 2008 at 2:00 p.m.
Central Lanes Bowling Center, Century Plaza



This special meeting of the Guam Bowling Congress was called to order on Sunday, May 18, 2008 at the Central Lanes Bowling Center, Century Plaza by the presiding officer Gordon T. C. Chu at 2:03 p.m.

Roll Call was done by Secretary-General Joey Miranda III.

Copies of the amendment to the Guam National Olympic Committee By-Laws were distributed to the members present along with the proposed amendments for incorporation into the Guam Bowling Congress By-Laws which was prepared by the Secretary-General Joey Miranda III. The documents were reviewed per article and accepted as a whole by the members present. A motion was made by Treasurer Cecilia Manibusan to accept the amendments as presented and seconded by Vice President Major Joe Mafnas. No objections were made and the motion was passed.

Next business of the special meeting was the acceptance of the World Anti-Doping policy of the International Olympic Committee and integration of the policy into the by-laws of the Guam Bowling Congress. The copies of the documents were presented to the body and accepted as a whole with no objections as Article XVII of the Guam Bowling Congress By-Laws. The motion to accepted, abide and incorporate the WADA agreement was made by Jay Leon Guerrero and seconded by Shellee Javier.

Presiding officer Gordon Chu had requested for the Secretary-General to process the amendments and file the documents with the Department of Revenue and Taxation and Guam National Olympic Committee after notarizing.


No other business was brought to the table and there were no announcements made.

This special meeting was adjourned at 2:57 p.m. by the presiding officer.

Prepared by:


Joey C. Miranda III
Secretary-General

Approved by:

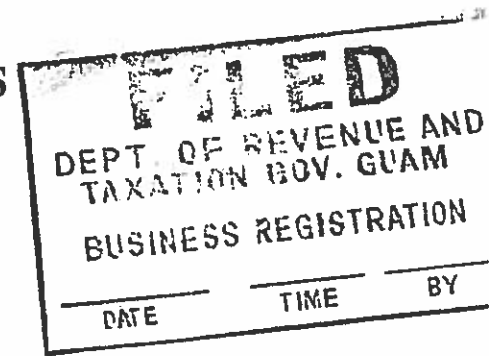

Gordon T. C. Chu
President

AMENDED
BYLAWS OF
GUAM BOWLING CONGRESS

ARTICLE ONE

PURPOSES, POLICIES AND OFFICES

General purposes



§1.01 The purposes for which the corporation (the “Corporation”) is formed are those set forth its articles of incorporation, as from time to time amended namely to foster Island-wide and international Tenpin Bowling competitions. The Corporation is not formed for pecuniary or financial gain, and not part of the assets, income or profit of the Corporation is distributable or inures to the benefit of any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation or as hereafter amended. No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

Amended to include the following on May 18, 2008 subsections §1.01.01 and §1.01.02:

§1.01.01 The Corporation’s Articles of Incorporation and Bylaws shall comply with and follow the International Olympic Committee’s charter, bylaws, rules, regulations, policies and decisions. Likewise, all articles of incorporation, bylaws, rules, regulations, policies and decisions of all member federations, and other members of the Corporation, as the case may be, shall comply with and follow the Corporation’s charter, bylaws, rules, regulations, policies and decisions.

§1.01.02 In the event of any conflict with the International Olympic Committee’s charter, bylaws, rules, regulations, policies and decisions, then any document from or by the International Olympic Committee shall control and supersede the document by the Corporation and/or the federation, or member of the Corporation.

Corporate Aim

§1.02 The aim of the Corporation shall be to ensure the development and enhancement of tenpin bowling competitions in Guam. The Corporation shall assist in the fullest possible measure the physical growth and development of the athletes without regard to race, color, creed, religious beliefs or economic status.

Promotion of purposes

§1.03 The purposes of the Corporation are promoted through cooperation with athletes, athletic clubs, leagues and associations, and other officials; are developed through the Board and officers, any committees, projects and programs are governed and qualified by the basic policies set forth in §1.04.

Basic policies

§1.04 The following are basic policies of the Corporation:

- 1.04.01 **No commercial or partisan activities.** The Corporation shall be noncommercial, nonsectarian, and nonpartisan. It shall undertake nothing that would be in conflict with the principles of athletics.
- 1.04.02 **No misuse of name.** The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.

Principal Office

§1.05 The principal office of the Corporation for the transaction of its business is located at the **Century Plaza Building, 219, South Marine Corps Drive, Tamuning, Guam.**

Change of Address

§1.06 The municipality of the Corporation's principal office can be changed only by amendment of the articles of incorporation of this Corporation and not otherwise. The board of directors may, however, change the principal office from one location to another within the named municipality by notice the changed address and effective date below, and such change of address shall not be deemed an amendment of these bylaws.

_____ Dated: _____, 20__.

_____ Dated: _____, 20__.

_____ Dated: _____, 20__.

Other Offices

§1.07 The Corporation may have offices at such other place, within or without Guam, where it is qualified to do business, as its business may require, and as the Board may from time to time designate.

ARTICLE TWO

DIRECTORS

§2.01 Membership shall consist only of the Board of Directors. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors.

Number

§2.02 The Corporation shall have three (3) directors, and collectively they shall be known as the "board of directors" or "Board". At no time shall the number of directors be reduced to less than three (3) or increased to more than fifteen (15).

Use of terms "directors" and "Board"

§2.03 The words "directors" and "Board" as used in the Articles or in these bylaws in relation to any power or duty requiring collective action, mean "board of directors".

Powers

§2.04 **Subject** to the limitations contained in the Articles, the Board shall exercise the powers of the Corporation, control its property, and conduct its affairs, **except** as otherwise provided by law. **Without** limiting the generality of the foregoing, the Board shall:

2.04.01. **Programs.** Establish and review the various programs of the Corporation.

2.04.02. **Budget.** Establish annually the budget of the Corporation;

2.04.03. **Sale and Purchase.** Authorize the sale, lease, and purchase of land, buildings or major equipment of use of the Corporation;

2.04.04. **Fund-raising.** Institute and promote major fund-raising efforts for the Corporation;

2.04.05. **Tenpin Bowling Events.** Plan, organize, and conduct boat racing events;

2.04.06. **Gifts.** Authorize the acceptance of gifts for the Corporation;

2.04.07. **Debts.** Authorize the incurring of debts by the Corporation and securing the same by mortgage or pledge of the Corporation's real and personal property, tangible and intangible.

Duties

§2.05 It shall be the duty of the Board to:

- 2.05.01 **Duties imposed by law, articles or bylaws.** Perform any and all duties imposed on it by law, by the Articles, or by these bylaws
- 2.05.02 **Officers and employees.** Appoint and remove, employ and discharge, and except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation; subject to the provision of Article Three, *infra*.
- 2.05.03 **Supervision of officers, etc.** Supervise all officers, agents and employees of the Corporation to assure that their duties are properly performed;
- 2.05.04 **Supervision of athletes and teams.** Supervise all Guam athletes, teams, coaches and officials at all sanctioned sports competition sponsored by the Corporation to assure that all behave in sportsmanlike ways and not bring Guam into disrepute;
- 2.05.05 **Regular meetings.** Meet at such times and places as required by these bylaws.
- 2.05.06 **Addresses.** Register the addresses of each director, including fax number, if any, with the secretary of the Corporation, and notices of meetings mailed, telegraphed, emailed or faxed to the directors at such addresses shall be valid notices of such meetings.

Term of Office

§2.06 Each director shall hold office for a two year period or until the director's successor is appointed.

Compensation

§2.07 Directors shall serve without compensation, *except* that they shall be allowed and paid their actual and necessary expenses, if any, incurred in attending meetings of the Board.

Place of Meetings

§2.08 Meetings shall be held at such place within or without Guam, which has been designated from time to time by resolution of the Board. In the absence of such designation, meetings shall be held at the principal office of the Corporation; *provided*, that any such meeting held elsewhere shall be valid if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the Corporation.

Regular Meetings

§2.09 Regular meetings shall be held on the call of the president, or, if the president is absent or is unable or refuses to act, by the vice president, or by any two (2) directors, and such meetings shall be held at the place, within or without Guam, designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of the Corporation.

Notice

§2.10 The secretary-general of the Corporation, or other person designated by the president, shall deliver notices of the time and place of meetings of the Board to each directory personally or by United States mail, telegram, email, fax or telephone at least one (1) day prior to the date of the meeting. If sent by mail, telegram, email or fax, the notice shall be deemed to be delivered on its deposit in the United States mail, on its delivery to the telegraph company, on the email or on its fax transmission. Such notice shall be addressed to each director at the address shown on the books of the Corporation. If the address of a director is not shown and is not readily ascertainable, the notice shall be addressed to the director at the place in which the meetings of the Board are regularly held. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place are fixed at the meeting adjourned.

Validation of meetings defectively called or noticed

§2.11 The transactions of any meeting of the Board, however called and noticed or whatever held, are as valid as though the meeting had been held after proper call and notice; **provided**, that a quorum, as defined in §2.14, *infra*, is present, and **provided** further, that either before or after the meeting each of the directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Conduct of meetings

§2.12 *Except* as otherwise expressly provided in these bylaws, or in the Articles, or by law, no business shall be considered by the Board at any meeting at which a quorum, as defined in §2.14, *infra*, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meetings may adjourn from time to time until the time fixed for the next regular meeting of the Board.

2.12.01 **Rules of order.** All meetings of the Board shall be governed by *Robert's Rules of Order*, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these bylaws, with the Articles, or with law.

Presiding Officer

§2.13 Meetings of directors shall be presided over by the president or, in the president's absence, by the vice-president. The secretary-general of the Corporation shall act as secretary of the Board. In case the secretary is absent from any meeting of the directors, the presiding officer may appoint any person to act as secretary for the meeting.

Quorum

§2.14 A quorum of the Board shall consist of a majority of the directors.

Majority action as board action

§2.15 Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, *unless* the law, the Articles, or these bylaws requires a greater number.

Action by unanimous written consent without meeting

§2.16 Any action required or permitted to be taken by the Board under any provision of law may be taken *without* a meeting, *if* all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents, which may be by fax or email, shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Articles and bylaws of the Corporation authorize the directors to so act and such statement shall be *prima facie* evidence of such authority.

Removal of Directors

§2.17 Any director may be removed from office at any time by the vote of two-thirds (2/3rds) of the other directors. If any directors are so removed, new directors shall be appointed by the remaining directors and they shall hold office for the remainder of terms of the removed director. If new directors are not appointed at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in §2.20, *infra*.

Vacancies

§2.18 Vacancies in the Board shall exist (i) on the death, resignation, or removal of any director, (ii) on any director ceasing to be a member of the Corporation; and (iii) whenever the number of directors authorized is increased.

Declaration of vacancy

§2.19 The office of a director shall automatically become vacant *if*: (i) the director is declared of unsound mind by an order of the court, or convicted of a felony; or (ii) within thirty (30) days after notice of the director's appointment the director does not accept the office either in writing or by attending a meeting of the Board.

Filling vacancies by directors

§2.20 Vacancies caused by the death, resignation or disability of a director or directors, or by removal as provided in these bylaws, or by amendment of the Articles or of these bylaws increasing the number of directors authorized shall be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director.

Resignation effective at future date

§2.21 If the Board accepts the resignation of a director tendered to take effect at a future time, either the Board or any other appointing agency may elect a successor to take office when the resignation becomes effective.

Term of Office

§2.22 A person appointed director to fill a vacancy as provided in §2.19, §2.20 and §2.21, supra, shall hold office for the unexpired term of the director's predecessor, or until the removal or resignation of the director as provided in these bylaws.

Reduction of number

§2.23 A reduction of the authorized number of directors does not remove any director prior to the expiration of the director's term of office.

Nonliability of directors

§2.24 The directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

Indemnity by Corporation for litigation expenses of officer, director or employee

§2.25 Should any person be sued, either alone or with others, because the person is or was a director, officer, or employee of the Corporation, in any proceeding arising out of the person's alleged misfeasance or nonfeasance in the performance of the person's duties or out of any alleged wrongful act against the Corporation or by the Corporation, indemnity for the person's reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against the Corporation, its receiver, or its director, by the court in the same or a separate proceeding *if* (i) the person sued is successful in whole or in part, or the proceeding against the person is settled with the approval of the courts; and (ii) the court finds that the person's 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.

Amended to include the following on May 18, 2008 Section §2.26 and subsections §2.26.01 and §2.26.02 and §2.26.03:

§2.26 Guam National Olympic Committee Representation. GBC Board of Directors shall have the right to designate (in writing) two (2) representatives to attend all meetings of the members of the Guam National Olympic Committee at which meetings each representative shall have one (1) vote on all matters before the meeting, and to make motions, introduce resolutions, and hear and decided on recommendations, petitions, complaints, and claims, and nominate persons for individual membership in the Corporation.

§2.26.01 Guam Bowling Congress' representative should have the authority to vote on issues and make decisions on our behalf. Whenever possible, the representative should be the president, or vice president, or secretary general of the federation.

§2.26.02 The Board of Directors of the GNOC can require a GBC to change or replace its representative(s) if the GNOC Board deems the representative to be unsatisfactory, or disruptive, or a hindrance to business and purposes of the GNOC, or for good cause as determined by the Board of Directors. Upon the request of the GNOC Board of Directors, GBC shall comply and change its representative(s).

§2.26.03 Guam Bowling Congress shall provide, in writing, to the Board of Directors of the GNOC the names of all of representatives, officers and directors of the federation, and any other corporate information of GBC as may be requested by the GNOC Board of Directors. GBC shall also provide the GNOC Board of Directors with a copy of all of its Articles, Bylaws, and all amendments thereto. Each federation shall also provide written notice to the GNOC Board of Directors, at least one month in advance, of the date of annual/or special meeting by which the federation shall elect its board and/or officers. The results of such meeting, concerning the election of directors and/or officers, shall then be immediately given to the GNOC Board of Directors.

ARTICLE THREE

OFFICERS

Number and titles

- §3.01 The officers of the Corporation shall be a president, a secretary-general and a treasurer. The Corporation may also have, at the discretion of the Board, one (1) one vice president, one (1) or more assistant secretaries, one (1) or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of §3.03, *infra*. One (1) person may hold two (2) or more offices, *except* those of president and secretary-general.

Qualification, election and term of office

- §3.02 Any Board member is qualified to be an officer of the Corporation. Officers, other than those appointed pursuant to §3.03 and §3.05, *infra*, shall be elected every two years by a majority vote of the directors at the annual organizational meeting of the Board following the annual election of directors and each officer shall hold office for two (2) years or until the officer resigns or is removed or is otherwise disqualified to serve, or until the officer's successor shall be elected and qualified, whichever occurs first.

Subordinate Officers

- §3.03 The Board may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Removal and resignation

- §3.04 An officer elected by the directors and other officer may removed, either *with* or *without* cause by a majority of the directors at any regular or special meeting of the Board and any officer shall be removed should the officer cease to be qualified for the office as herein required. Any person with an employment contract may be removed by the Board whenever in its judgment the best interests of the Corporation shall be served thereby, but such removal shall be *without prejudice* to the contract rights of the person so removed. Any officer may resign at any time by giving written notice to the Board or the president or secretary-general of the Corporation. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall *not* be necessary to make it effective.

Vacancies

- §3.05 Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board for the unexpired portion of the term. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Duties of President

- §3.06 The president shall, *subject* to the control of the Board, supervise the affairs of the Corporation. The president shall appoint the members of all standing committees, and perform all duties incident to the office and such other duties as may be required by law, by the Articles, or by these bylaws, or which may be prescribed from time to time by the Board. He shall preside at all meetings of the Board. *Except* as otherwise expressly provided by law, by the Articles, or by these bylaws, the president shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, certificates, or other instruments which may from time to time be authorized by the Board. The president shall also, *ex officio*, be a member of all standing committees of the Corporation.

Duties of vice president

- §3.07 In the absence of the president, or the event he is unable or refuses to act, the vice president (or, in the event there are more than one (1) vice presidents, the most senior vice presidents) shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all restrictions on, the president. The vice president, or vice presidents, shall have such other powers and perform such other duties as may be prescribed by law, by the Articles, or by these bylaws, or as may be prescribed by the Board.

Duties of secretary-general

- §3.08 The secretary-general shall:

3.08.01 *Certify bylaws.* Certify and keep at the principal office of the Corporation the original, or a copy, of these bylaws.

3.08.02 *Keep minutes of meeting.* Keep at the principal office of the Corporation or at each other place as the Board may order, a book of minutes of all meetings of the directors, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at the meetings of directors and the proceedings thereof.

3.08.03 *Give notice.* See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

- 3.08.04 *Be custodian of records and seal.* Be custodian of the records and the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these bylaws.
- 3.08.05 *Exhibit records to directors.* Exhibit at all reasonable times to any director of the Corporation, or to the person's agent or attorney, on request therefore, the bylaws and the minutes of the proceedings of the directors of the Corporation.
- 3.08.06 *Perform other duties.* In general, perform all duties incident to the office of the secretary and other duties as may be required by law, by the Articles, or by these bylaws, or which may be assigned to the secretary from time to time by the Board.

Duties of assistant secretary

- §3.09 The assistant secretary, if such there be, shall, in the absence of the secretary-general or in the event of the secretary's inability or refusal to act, perform all the duties of the secretary and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the secretary-general. The assistant secretary shall perform such other duties from time to time as may be assigned by the Board or by the secretary-general.

Duties of the treasurer

- §3.10 *Subject* to the provisions of Article Five, *infra*, the treasurer shall:

- 3.10.01 *Have custody of and deposit funds.* Have charge and custody of and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board.
- 3.10.02 *Receive funds.* Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.
- 3.10.03 *Disburse funds.* Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.
- 3.10.04 *Maintain accounts.* Keep and maintain adequate accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- 3.10.05 *Exhibit records to directors.* Exhibit to all reasonable times books of account and financial records to any director, or to his agent or attorney, on request therefore.

- 3.10.06 *Render reports.* Render to the president and directors, whenever requested to do so, an account of any or all of the treasurer's transactions as treasurer and of the financial condition of the Corporation.
- 3.10.07 *Prepare financial statements.* Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to the directors.
- 3.10.08 *Perform other duties.* In general, perform all duties incident to the office of treasurer, and such other duties as may be required by law, by the Articles, or by these bylaws, or which may be assigned from time to time by the Board.

Duties of assistant treasurer

- §3.11 The assistant treasurer, if any there be, shall in general, perform such duties as shall be assigned, from time to time, by the treasurer or by the Board.

Fidelity Bonds

- §3.12 If the Board so determines, the treasurer and any other officers or employees of the Corporation who are empowered to sign check, notes, drafts, or other orders for the payment of money shall give the Corporation a bond or bonds, at the expense of the Corporation, in such sum and with such surety or sureties as shall be satisfactory to the Board, for the faithful performance of the duties of their respective offices and for the restoration to the Corporation, in case of their deaths, resignations, retirements, or removal from office, of all books, papers, vouchers, money and other property of whatever kind may be in their respective possession or under their respective control and which belong to the Corporation.

Delegation of treasurer's duties

- §3.13 With the approval of the Board, the treasurer may delegate to an employee of the Corporation the duties described in §3.10, *supra*, including the signing of the checks, notes, drafts, or other orders for the payment of money. Any such delegation shall be recorded in the minutes of the Board.

ARTICLE FOUR

COMMITTEES

Ad hoc committees

- §4.01 *Ad hoc* committees for specific purposes or activities may be designated from time to time by resolution of the Board. Chairs of such committees shall be appointed by the president. Members of such committees shall be appointed by their respective chairs in

such number as the chairs deem advisable, *unless* otherwise provided by the Board in its resolution designating such committee. The chairs and any member may be removed from the committee by the person or persons authorized to appoint such chair or member whenever in their judgment the best interests of the Corporation will be served by such removal.

Quorum

§4.02 *Unless* otherwise provided in the resolution of the Board designating the committee, *ad hoc* committees shall act under the direction of their respective chairs without any requirement as to a quorum.

Rules

§4.03 Each *ad hoc* committee may adopt rules for its own government and procedure not inconsistent with law, with these bylaws, or with the rules and regulations adopted by the Board.

ARTICLE FIVE

MEMBERS

§5.01 Classes of members. There will only be one class of members of the organization.

§5.02 Election of members. Any person interested in becoming a member of the Federation shall submit a completed and signed application, on an approved membership form. Applicants shall become members of the federation on payment of the required dues.

§5.03 Voting rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

§5.04 Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized designee. No proxy shall be valid after three (3) months of its execution, unless otherwise provided in the proxy.

§5.05 Quorum. Members holding sixty-six percent (66%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting from time to time without further notice.

§5.06 Voting by email. Where Directors or officers are to be elected or approved by members or any class or classes of members, such election may be conducted by email in such a manner as the Board of Directors shall determine.

- §5.07 Informal action by members. Any action required by law to be taken at a meeting for the members, or any action taken at a meeting of members, may be taken without a meeting I consent in writing, setting forth the action so taken, is signed by all members entitled to vote with respect to the subject matter thereof.
- §5.08 Termination of membership. The Board of Directors, by affirmative vote of 2/3 of all the members of the board, may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter.
- §5.09 Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments, or other charges theretofore accrued and unpaid.
- §5.10 Transfer of membership. Membership in this federation is nontransferable or assignable.

ARTICLE SIX

TEAMS

- §6.01 The organization shall conduct tenpin bowling events to develop a National Team, National Youth Team and Senior National Team to represent Guam at such international events deemed appropriate by the Board of Directors and sanctioned by the Guam National Olympic Committee (GNOC). These events shall include but not be limited to Regional, Continental, Worlds and Olympic Games.
- §6.02 Team members must be members in good standing of the federation.
- §6.03 Team members representing Guam at events sanctioned by the GNOC for international tenpin bowling must show proof in writing a residency requirement as mandated in the GNOC statutes or as applicable within the rules of the FIQ, governing body of tenpin bowling .

Amended to include the following on May 18, 2008 Section §6.04 and §6.05 along with subsections §6.04.01 and §6.04.02:

- §6.04 Review activities of Guam athletes and sports organizations. Review the activities and behavior of all Guam Bowling Congress athletes, coaches, officials, and other participants in both on- and off-island sanctioned competitions, and discipline and sanction those athletes, coaches, organizations or other participants who act in an unsportsmanlike way at such competitions or who otherwise bring discredit to Guam.

- §6.04.01 Any bowling organization who is not an active member of the Corporation shall not be sanctioned or approved by the Corporation to participate in any sporting event as a Guam national team.
- §6.04.02 An individual athlete who is not a member of the Guam Bowling Congress or any federation associated with the Guam Bowling Congress, or if an individual athlete is a member of the Guam Bowling Congress or any member federation within the GBC placed on "inactive" status may petition the Board of Directors of the Corporation to participate in a particular sporting event as a Guam national athlete. Upon approval of the Board of Directors of the Corporation, such athlete shall then be under the direct control and supervision of the Corporation, without the involvement of any federation involved in such sport. The Corporation's Board of Directors may create a temporary national team under the direct control and supervision of the Corporation, without the involvement of any federation involved in such sport. The Board may designate any other athletes, coaches and officials to assist the Board in carrying out the purposes and functions of the temporary national team. The Board may also take other steps they deem necessary to carry out the functions and purpose of the temporary national team.
- §6.05 Control of National Athletes, Coaches and Officials. GBC Board of Directors shall have the right to nominate and submit its list of nominees, to the Executive Committee of the Corporation, for athletes, coaches and officials for all sporting events which require the participants to be part of a national team. The Executive Committee shall have the right to approve or disapprove any and all athletes, coaches and officials who shall attend the national sporting event, with or without such list. Any person not approved by the Executive Committee shall not attend such national sporting event. Once an athlete, coach or official is approved by the Executive Committee, then such person shall then be designated as a national team athlete for the national sporting event, and such person and national team shall be under the control and supervision of the Executive Committee. Provided, however, the federation shall have direct responsibility and duty to see that the athletes, coaches, and officials, who are from its federation and who are on the national team, have the necessary training, funds, materials, and arrangements for such national sporting event. Provided, further, that the Executive Committee shall the right, power and authority to terminate any federations responsibility and duty over the federation's athletes, coaches and officials if the Executive Committee determines such is in the best interest of the national team. In such event, the Executive Committee shall take over the responsibility of providing for the necessary training, funds, materials, and arrangements for such athletes, coaches and officials.

ARTICLE SEVEN

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Execution of instruments

§7.01 Board, *except* as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. *Unless* so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Checks and notes

§7.02 *Except*, as otherwise specifically determined by resolution of the Board, as provided in §7.01, *supra*, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences in indebtedness of the Corporation shall be signed by the treasurer or the assistant treasurer and countersigned by the president or vice president of the Corporation.

Deposits

§7.03 All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Gifts

§7.04 The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE EIGHT

CORPORATE RECORDS, REPORTS AND SEAL

Minutes of Meetings

§8.01 The Corporation shall keep at its principal office, or at such place as the Board may order, a book of minutes of all meetings of directors with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at directors' meeting, and the proceedings thereof.

Books of account

§8.02 The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, donations, gifts, other disbursements, gains, and losses.

Inspection of records by directors

§8.03 The books of accounts shall at all reasonable times be open to inspection by any director. Every director shall have the absolute right at any reasonable time to inspect all books, records, documents of any kind, and the physical properties of the Corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

Annual reports and financial statements

§8.04 The Board shall cause to be prepared a written annual report including a financial statement. Such report shall summarize the Corporation's activities for the preceding year and activities projected for the forthcoming year. The financial statement shall consist of a balance statement as of the close of business of the Corporation's fiscal year, contain a summary of receipts and disbursements, and be prepared in such manner and form as is sanctioned by sound accounting practices and be certified by the president. The Board shall cause the financial report required by §651.2 of the Civil Code of Guam to be annually prepared and published.

ARTICLE NINE

FISCAL YEAR

Calendar Year

§9.01 The fiscal year of the Corporation shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December in each year.

ARTICLE TEN

DISCRIMINATION PROHIBITED

General

§10.01 In administering its affairs, neither the Corporation nor the Board shall discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex or age.

ARTICLE ELEVEN

BYLAWS

Effective date of Bylaws

§11.01 These bylaws shall become effective immediately on their adoption. Amendments to these bylaws shall become effective immediately on their adoption unless the Board, in adopting them as provided in §11.02, *infra*, provide that they are to become effective at a later date.

Amendment

§11.02 *Subject* to the limitations contained in the Articles of this Corporation and to any provision of law applicable to the amendment of bylaws or non profit corporations, these bylaws or any part of them, may be altered, amended, or repealed and new bylaws adopted as follows:

§11.02.01 *By directors.* By vote of a majority of the directors present at any special or regular meeting of directors at which a quorum is present; *provided* that written notice of such meeting and of the intention to change the bylaws thereat is delivered to each director at least seven (7) days prior to the date of such meeting, as provided in §2.10 *supra*, or by written consent of all directors without a meeting as provided in §2.16, *supra*, *provided*, that a bylaw fixing or changing the number of directors may *not* be adopted, amended, or repealed.

Certification and inspection

§11.03 The original, or a copy of the bylaws as amended or otherwise altered to date, certified by the secretary of the Corporation, shall be recorded and kept in a book which shall be kept in the principal office of the Corporation, and such book shall be open to inspection by the directors at all reasonable times.

ARTICLE TWELVE

VOTING SHARES HELD BY CORPORATION

President to vote shares

§12.01 The president of the Corporation, or in the president's absence or refusal or inability to act, such other officer as may be designated by resolution of the Board, shall have full power and authority on behalf of the Corporation to vote in person or by proxy all shares of any corporation standing in the name of the Corporation and shall, on behalf of the Corporation, at any shareholder's meeting, exercise all rights incident to the ownership of such shares.

ARTICLE THIRTEEN

INVESTMENTS

Limitations

§13.01 The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction; *provided*, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction under §4941 through §4945 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal or territorial tax laws (the "Code").

ARTICLE FOURTEEN

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No directors, etc. to share

§14.01 No director, officer, employee, or other person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; *provided*, that this provision shall *not* present payment to any such person or reasonable compensation for the services rendered to or for the Corporation in effecting any of its purpose as shall be fixed by resolutions of the Board and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All directors and officers of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed as required by the Articles.

ARTICLE FIFTEEN

DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

Conformity to tax laws

§15.01 Notwithstanding any other provisions in these bylaws, the Corporation shall be subject to the following limitations and restrictions:

- 15.01.01 *No undistributed income.* The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code.
- 15.01.02 *No self-dealing.* The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code.
- 15.01.03 *No excess holdings.* The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Code.
- 15.01.04 *No nonexempt investments.* The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code.
- 15.01.05 *No taxable expenditures.* The Corporation shall not make any taxable expenditure as defined in §4945(d) of the Code.

ARTICLE SIXTEEN

CONSTRUCTION

Definitions

§16.01 As used in these bylaws the present tense includes the past and the future tenses, the future tense includes the present; the singular number includes the plural, the plural number includes the singular; and the masculine gender includes the feminine and neuter. The word “shall” is mandatory and the word “may” is permissive. The words “directors” and “Board” have the meaning stated in §2.03, *supra*.

Amended to add ARTICLE SEVENTEEN on May 18, 2008 Section §17.01:

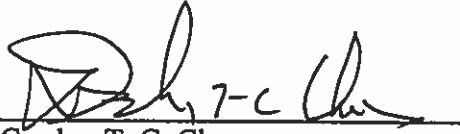
ARTICLE SEVENTEEN

ADOPTION OF WORLD ANTI DOPING CODE

§17.01 Guam Bowling Congress and its members hereby adopt and shall abide by the World Anti Doping Code as developed and published by the World Anti Doping Agency (WADA).

Execution


IN WITNESS WHEREOF, the undersigned Directors of the **GUAM BOWLING CONGRESS** have amended by-laws on **May 19, 2008**:



Gordon T. C. Chu
Director/President



Maj. Joe Mafnas, Ret. GPD
Director/Vice President



Joey C. Miranda III
Director/Secretary-General



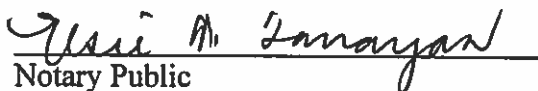
Cecilia Manibusan
Director/Treasurer

TERRITORY OF GUAM,)

(ss.:

City of Tumon)

On this 21st day of May 2008, before me, a notary public in and for the territory of Guam, personally appeared GORDON CHU, JOEY MIRANDA III, JOE MAFNAS, CECILIA MANIBUSAN, known to me to be the persons whose name are subscribed to the foregoing articles of incorporation, and they acknowledged to me that they executed the same.



Notary Public

In and for the Territory of Guam

