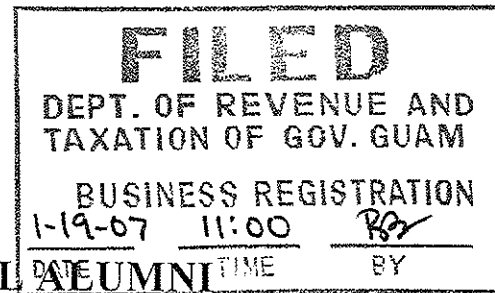


**CONSTITUTION  
OF THE  
FATHER DUENAS MEMORIAL SCHOOL ALUMNI  
ASSOCIATION**



These constitution and by-laws were adopted by the membership of the Father Duenas Memorial School Alumni Association and filed with the Department of Revenue and Taxation, Government of Guam, on this day, January 19, 2007.

**CONSTITUTION**

**ARTICLE I  
NAME**

The name of this Association shall be the "Father Duenas Memorial School Alumni Association."

**ARTICLE II  
PURPOSES**

The purpose for which this Association is formed are the following:

1. To foster a spirit of loyalty and fraternity among the alumni and former students of the Father Duenas in order to promote the general welfare of the School, its alumni, and former students.
2. To promote understanding among the alumni and former students of the objectives, responsibilities, and accomplishments of Father Duenas Memorial School.
3. To participate in establishing and attaining goals, policies, programs, and activities necessary to insure quality education.
4. To receive contributions and gifts from the alumni, former students and other friends of Father Duenas, to be used by this association in furthering its purposes.

5. To be a non-stock, non-sectarian, non-political and non-profit making Association and to that end no member shall ever receive dividends, fees or other payments from this Association except such compensations as may be allowed for services actually rendered. Any and all income shall be devoted to the purposes of this Association.

Several Clauses contained in this statement of these purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted, be of reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers, and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

### ARTICLE III MEMBERSHIP

All graduates of Father Duenas Memorial School and others as specified in the By-Laws are eligible for membership with rights and privileges as specified in the By-laws.

### ARTICLE IV OFFICE

The principal office of this Association shall be located at the Father Duenas Memorial High School, Route 10, Mangilao, Guam.

### ARTICLE V TENURE

That time for which this Constitution is to exist shall be fifty (50) years from the date of registration, or as extended in the manner provided by law.

### ARTICLES VI ARTICLES AND BY-LAWS

These Constitution together with the By-laws shall constitute the governing documents of this Association; provided that any provision, which is inconsistent with these Articles, shall be null

and void. The By-laws shall provide for but not be limited to the following:

1. Membership in the Association
2. Dues
3. Time, place, and manner of elections
4. By-laws amendments provided that no By-laws amendment shall be effective until filed with the Division of License and Registration of the Government of Guam, Department of Revenue and Taxation.
5. Quorum
6. Time and place of an annual meeting
7. Officers and committees of the Association
8. Banking, accounting and financial matters
9. Other matters pertinent to the operation of this Association

The By-laws shall be effective when adopted by the Association and when said By-laws are duly files with the Division of Licenses and Registration, Department of Revenue and Taxation.

#### ARTICLE VII ALUMNI CLUB

Any ten or more active members of this Association residing in a population center or within a radius affording opportunity for assembling, may organize themselves into an alumni club by adopting a Constitution and By-laws, satisfactory to and recorded with the Executive Committee of this Association.

#### ARTICLE VIII SEAL

This Association shall have the authority to devise and use its own seal for furthering the purposes of the Association.

ARTICLE IX  
AMENDMENTS

These articles may be amended by a two-thirds vote of those present at a general meeting of this Association provided that notice of proposed amendment is made to the membership at the time of notification of meeting.

ARTICLE X  
DISSOLUTION

In the event of the liquidation or dissolution of this Association, any remaining property or assets of this Association shall be distributed to Father Duenas Memorial School.

APPROVED

Date:

December 19, 2006



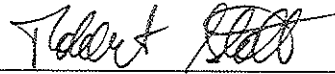
ANDREW B. EUSEBIO, President



PEDRO R. MARTINEZ, Vice President



DONALD V. CALVO, Secretary



ROBERT STOHL, Treasurer

STOLL 

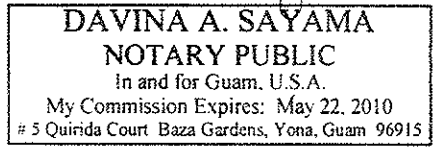
GUAM, U.S.A.  
Municipality of Hagåtña

On this 13<sup>th</sup> day of December, 2006,  
before me, a notary public in and for Guam, U.S.A., personally  
appeared ANDREW B. EUSEBIO, known to me to be the person whose name  
is subscribed to the foregoing CONSTITUTION AND BY-LAWS OF THE  
FATHER DUENAS MEMORIAL SCHOOL ALUMNI ASSOCIATION, as President, and  
acknowledged to me that he signed it voluntarily for its stated  
purpose.

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

) SEAL (

*Davina A. Sayama*



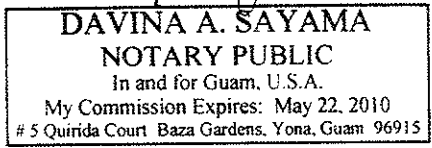
GUAM, U.S.A.  
Municipality of Hagåtña

On this 13<sup>th</sup> day of December, 2006, before  
me, a notary public in and for Guam, U.S.A., personally appeared  
PEDRO R. MARTINEZ, known to me to be the person whose name is  
subscribed to the foregoing CONSTITUTION AND BY-LAWS OF THE FATHER  
DUENAS MEMORIAL SCHOOL ALUMNI ASSOCIATION, as Vice President, and  
acknowledged to me that he signed it voluntarily for its stated  
purpose.

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

) SEAL (

*Davina A. Sayama*



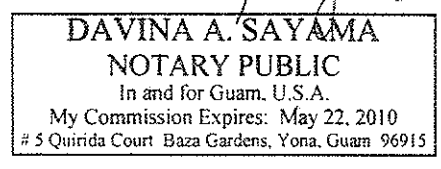
GUAM, U.S.A.  
Municipality of Hagåtña

On this 18<sup>th</sup> day of December, 2006, before me, a notary public in and for Guam, U.S.A., personally appeared DONALD V. CALVO, known to me to be the person whose name is subscribed to the foregoing CONSTITUTION AND BY-LAWS OF THE FATHER DUENAS MEMORIAL SCHOOL ALUMNI ASSOCIATION, as Secretary, and acknowledged to me that he signed it voluntarily for its stated purpose.

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

) SEAL (

Davina A. Sayama



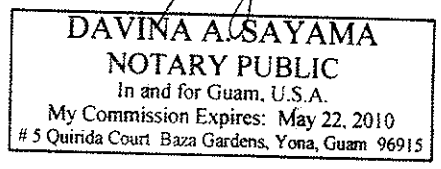
GUAM, U.S.A.  
Municipality of Hagåtña

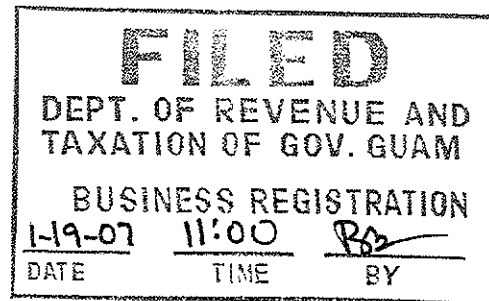
On this 19<sup>th</sup> day of December, 2006, before me, a notary public in and for Guam, U.S.A., personally appeared ROBERT STOLL, known to me to be the person whose name is subscribed to the foregoing CONSTITUTION AND BY-LAWS OF THE FATHER DUENAS MEMORIAL SCHOOL ALUMNI ASSOCIATION, as Treasurer, and acknowledged to me that he signed it voluntarily for its stated purpose.

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

) SEAL (

Davina A. Sayama





**BY-LAWS**

**OF THE**

**FATHER DUENAS MEMORIAL SCHOOL ALUMNI  
ASSOCIATION**

**ARTICLE I  
MEMBERSHIP**

**A. Categories of Members:**

1. Regular Members- All graduates, and former students of Father Duenas who have completed two years of high school education at Father Duenas shall be considered "alumni" and are eligible for Active Membership with all rights and privileges including voting and election to the Executive Committee upon following procedures and making minimum annual or other donations as specified in Requirements for Membership.
  
2. Honorary Members- Persons who have rendered valuable service to the Alumni Association or to Father Duenas Memorial School may be elected by the Executive Committee for a period of five (5) years or such other period as may be determined by the Executive Committee with all rights and privileges except to vote and hold office.

**B. Requirements for Membership:**

1. Active Membership:

a. Regular:

- (1) Complete application or information sheet
  
- (2) Make minimum annual, lifetime or other similar gift or donation to Alumni Association fund as set by the Association.

a. Annual Membership: \$75.00

New Graduates or Graduates attending college undegraduate or post-graduate studies: Minimum of \$25.00

b. Lifetime Membership:  
Per Alumnus - Minimum of \$3,000.00

b. Honorary Membership: There are no special requirements for membership other than described in Article I, Section 2.

## ARTICLE II FINANCE

A. Fiscal Year: The fiscal year shall be from the first of January through the 31st of December of the same year.

B. Audit: An audit of the books shall be made annually by a qualified person appointed by the Executive Committee at the close of the fiscal year.

C. Sources of Funding:

1. Father Duenas support of Alumni Office
2. Dues/Donations and Gifts
3. Fund-raising

D. Bank Accounts:

1. Checking Account: A checking account shall be established. All checks shall be signed by the President and Treasurer or alternates appointed by the Executive Committee.

2. Savings Account: A savings account shall be established when necessary. Procedures for handling the account shall be the same as for the checking account.

3. Other Accounts/fund as deemed necessary by the Executive Committee.

4. Any funds available in inactive accounts of the Association shall revert to the school after notice of inactivity except as otherwise provided by law.



ARTICLE III  
MANAGEMENT, POWERS AND DUTIES

- A. Executive Committee: The Executive Committee is composed of the President, Vice-President, Secretary and Treasurer, and the Chairs of the various committees.
- B. Officers: The officers (President, Vice-President, Secretary, and Treasurer) shall be elected by the members at large at the Annual Meeting of this Association.
- C. Powers and Duties of Officers/Directors:

1. President - The President shall be the chief executive officer of the Association and shall have general supervision, direction and control of the business and officers of the Association. The President shall be an ex-officio member of all the standing Committees and shall have the general powers and duties of management usually vested in the office of the President of an Association and shall have such other powers and duties as may be prescribed by the By-Laws. The President shall appoint all committees except as otherwise provided herein.

2. Vice President - The Vice-President acts in the place of the President in his absence or disability.

3. Secretary - The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Executive Committee may order, of all meetings of the Association.

The Secretary shall give, or cause to be given, notice of all the meetings of the Association required by the By-Laws to be given; and shall keep a list of the members and the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the By-Laws.

4. Treasurer - The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares. Any surplus, including earned surplus, shall be classified according to source and shown in a separate account. The books of account shall at all reasonable times be open to inspection by any active member.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Executive Committee. He/she shall disburse the funds of the Association as may be ordered by the Executive Committee, shall have such other powers and perform such other duties as may be prescribed by the By-Laws. A petty cash fund may be established upon approval of the executive Committee.

D. **Succession of Office:** Vacancies in any office may be filled for the unexpired term by appointment of the Executive Committee except that the Vice-President shall succeed in the Presidency and a new Vice-President elected.

E. **Removal and Resignation of Officers:** Any officer may be removed by the Executive Committee at any regular or special meeting.

Any officer may resign at any time by giving written notice to the Executive Committee. Any such resignation shall take effect at 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.

F. **FD Alumni Director:**

1. Appointment - The Association recognizes the importance of close working relationships with the administration of Father Duenas Memorial School and the need to have the Alumni Director who shall serve as a liaison officer to the school.
2. Duties and Responsibilities - The Alumni Director shall coordinate and implement the policies and programs established by the Executive Committee of the Alumni Association with the advice of the Executive Committee.
3. Membership - The Alumni Director shall be an ex-officio member, without vote, of the Executive Committee and of the Association.

#### ARTICLE IV TERM OF OFFICE

A. **Officers:** The Officers shall serve for a term of one (1) year or until their successors are duly elected and qualified. The

officers shall be elected by a simple majority at the annual meeting of the Association.

#### ARTICLE V COMMITTEES

The President shall serve as an ex-officio member of all committees except the Nominating Committee.

A. **Nominating Committee:** A Nominating Committee shall be appointed as the need arises.

B. **Other Committees:** All committees except those specifically otherwise provided are appointed by the President.

C. **Standing Committees:** The Executive Committee shall appoint three (3) members to the following standing committees: Nominating Committee, Publications Committee, Fundraising Committee, Public Relations Committee, Constitution and By-Laws Committee, sports committee and any other committee the Executive Committee may deem to be in the best interests of and necessary for the purposes of carrying out the mission of the Association.

#### ARTICLE VI ALUMNI CLUBS

A. **Formation:** The formation of Alumni Clubs shall be encouraged to extend the programs and activities of this Association, to promote the welfare and the progress of the school, and to develop a closer fellowship among former students and friends of Father Duenas. The minimum active membership shall be ten (10). Local Alumni Clubs shall be self-governing.

B. **Application for Charter:** Ten or more persons who are either Active Members of this Association or who are eligible for and ready to qualify for Active Membership may organize themselves into a local Alumni Club by adopting a Constitution and By-Laws satisfactory to and recorded with the Executive Committee of this Association. A local Alumni Club shall be established upon approval and issuance of such Charter by the Board.

C. **Organization:** When notified by the Executive Committee that the Alumni Club's constitution and By-Laws have been

accepted by virtue of not conflicting with Articles of Incorporation and the By-Laws of this Association it will receive official status and recognition as a Club.

- ~~D.~~ **Revocation of Alumni Club Status:** Official recognition of any local Alumni Club may, for good cause, be revoked by a three-fourths majority vote of a quorum of the Executive Committee.

## ARTICLE VII MEETINGS AND ATTENDANCE

- A. **Annual Meeting:** The annual general membership meeting shall be held the 21st day of March of each year. Notices via printed media, TV, and/or Radio of the annual general membership meeting and election shall be made at least fourteen days prior to the meeting, and not more than thirty days.
- B. **Special Meetings:** A Special Meeting may be held on the request of the Executive Committee. The Executive Committee shall decide the time and place of such meeting and notify members not less than fourteen days prior to the meeting. No business not stated in the agenda for the special meeting shall be binding in anyway on this Association.
- C. **Executive Committee Meetings:**
1. Regular Meetings - The Executive Committee shall meet not less than monthly at a time and place selected by the Executive Committee.
  2. Special Meetings - Special meetings may be called by the President or upon written request of three members of the Executive Committee.
- D. Quorum:
1. Association - At any meeting of this Association, regularly and properly called, those present shall constitute a quorum.
  2. Executive Committee - A simple majority will constitute a quorum.

ARTICLE VIII  
PARLIAMENTARY AUTHORITY

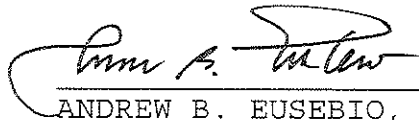
All rules contained in Robert's Rules of Order, Revised shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with the Articles of Incorporation, By-Laws and standing rules of this organization.

ARTICLE IX  
AMENDMENT OF BY-LAWS

These By-Laws may be amended by a two-thirds vote of voting members at any regularly and properly called meeting of this Association provided that the substance of the proposed amendment has been submitted with one of the notices for the meeting and filed with the Executive Committee of this Association.

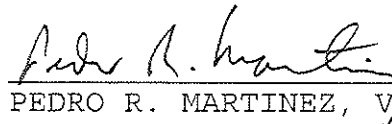
APPROVED

Date:



ANDREW B. EUSEBIO, President

December 19, 2006



PEDRO R. MARTINEZ, Vice President



DONALD V. CALVO, Secretary



ROBERT STOHL, Treasurer

STOLL B

GUAM, U.S.A.  
Municipality of Hagåtña

On this 13<sup>th</sup> day of December, 2006,  
before me, a notary public in and for Guam, U.S.A., personally  
appeared ANDREW B. EUSEBIO, known to me to be the person whose name  
is subscribed to the foregoing BY-LAWS OF THE FATHER DUENAS  
MEMORIAL SCHOOL ALUMNI ASSOCIATION, as President, and acknowledged  
to me that he signed it voluntarily for its stated purpose.

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

) SEAL (

*Davina A. Sayama*

DAVINA A. SAYAMA  
NOTARY PUBLIC  
In and for Guam, U.S.A.  
My Commission Expires: May 22, 2010  
# 5 Quirida Court, Baza Gardens, Yona, Guam 96915

GUAM, U.S.A.  
Municipality of Hagåtña

On this 13<sup>th</sup> day of December, 2006, before  
me, a notary public in and for Guam, U.S.A., personally appeared  
PEDRO R. MARTINEZ, known to me to be the person whose name is  
subscribed to the foregoing BY-LAWS OF THE FATHER DUENAS MEMORIAL  
SCHOOL ALUMNI ASSOCIATION, as Vice President, and acknowledged to  
me that he signed it voluntarily for its stated purpose.

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

) SEAL (

*Davina A. Sayama*

DAVINA A. SAYAMA  
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In and for Guam, U.S.A.  
My Commission Expires: May 22, 2010  
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GUAM, U.S.A.

Municipality of Hagåtña

On this 18<sup>th</sup> day of December, 2006, before me, a notary public in and for Guam, U.S.A., personally appeared DONALD V. CALVO, known to me to be the person whose name is subscribed to the foregoing BY-LAWS OF THE FATHER DUENAS MEMORIAL SCHOOL ALUMNI ASSOCIATION, as Secretary, and acknowledged to me that he signed it voluntarily for its stated purpose.

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

) SEAL (

*Davina A. Sayama*

DAVINA A. SAYAMA  
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In and for Guam, U.S.A.  
My Commission Expires: May 22, 2010  
# 5 Quirida Court Baza Gardens, Yona, Guam 96915

GUAM, U.S.A.

Municipality of Hagåtña

On this 19<sup>th</sup> day of December, 2006, before me, a notary public in and for Guam, U.S.A., personally appeared ROBERT ~~STOHL~~ <sup>STOLL B</sup>, known to me to be the person whose name is subscribed to the foregoing BY-LAWS OF THE FATHER DUENAS MEMORIAL SCHOOL ALUMNI ASSOCIATION, as Treasurer, and acknowledged to me that he signed it voluntarily for its stated purpose.

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

) SEAL (

*Davina A. Sayama*

DAVINA A. SAYAMA  
NOTARY PUBLIC  
In and for Guam, U.S.A.  
My Commission Expires: May 22, 2010  
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