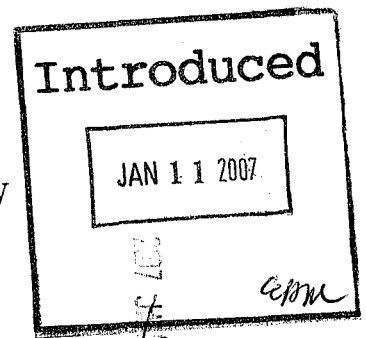


I MINA 'BENTE NUEBI NA LIHESLATURAN GUÅHAN
2007 (First) REGULAR SESSION



Bill No. 24 (EC)

Introduced by:

A.R. Unpingco
E.J.B. Calvo

**AN ACT TO ENACT A NEW §87138 OF CHAPTER 87, TITLE 5,
GUAM CODE ANNOTATED, RECOGNIZING THE GUAM
MUSEUM FOUNDATION AND DESIGNATING IT AS THE
FUNDRAISING ARM OF *I DIPATTAMENTON I KAOHAO
GUINAHAN CHAMORRO*.**

- 1 **BE IT ENACTED BY THE PEOPLE OF GUAM:**
- 2 **Section 1. Legislative Statement.** The proposed design, funding, construction and
3 operation of the new museum facility require constant attention to the many facets of this
4 undertaking. In the Guam National Museum Feasibility Report prepared for the Guam Visitors
5 Bureau, it was recommended that a separate 501(c)3 corporation or foundation be wholly dedicated
6 to this effort. By establishing such an entity and defining its relationship to *I Dipattamenton I*
7 *Kaohao Guinahan Chamorro*, a corporation or foundation would be in a more favorable position to
8 accept grants from foreign governments, as well as accepting grants and other means of funding
9 from the local and federal governments, and private institutions. Members of the Guam Museum
10 Facilities Construction and Cultural Heritage Task Force have established the Guam Museum
11 Foundation to carry out the feasibility study recommendation. As such, it is the intent of *I*
12 *Liheslaturan Guåhan* to recognize and partner such an entity with *I Dipattamenton I Kaohao*
13 *Guinahan Chamorro* so that an appropriate facility to depict Guam's culture, history and art may be
14 realized for all to view and enjoy.
- 15 **Section 2. Enactment of §87138 of Chapter 87, Title 5, Guam Code Annotated.** A
16 new §87138 of Chapter 87, Guam Code Annotated is enacted to read:
- 17 **"Section 87138. Guam Museum Foundation. (a) Legislative Intent.** It is the intent of
18 *I Liheslaturan Guåhan* to follow the recommendation of the Guam National Museum Feasibility
19 Report to authorize *I Dipattamenton I Kaohao Guinahan Chamorro* to establish a separate 501(c)3
20 corporation or foundation as the fundraising entity to be responsible for the proposed design,
21 funding, construction and operation of the new Guam museum facility. It is also the intent of *I*

1 *Lihe slaturan Guåhan* to recognize the Guam Museum Foundation as the entity to partner with *I*
2 *Dipattamenton I Kaohao Guinahan Chamorro* and be designated as its fundraising arm.

3 (b) **Purpose.** The Guam Museum Foundation shall serve as the fundraising arm of *I*
4 *Dipattamenton I Kaohao Guinahan Chamorro* for the proposed museum facility, and shall oversee
5 the continued development, design, construction and operation of the proposed Guam Museum.

6 (c) **Powers of the Guam Museum Foundation.** The Foundation shall have, and may
7 exercise the following general powers in carrying out the activities authorized:

8 (1) To make and use a common seal and to alter the same at pleasure;

9 (2) Enter into contracts and execute all instruments necessary or appropriate in the exercise
10 of any of its powers;

11 (3) Sue or be sued in its own corporate name;

12 (4) Adopt, amend and repeal reasonable by-laws, and other rules, regulations and directives,
13 pursuant to the general corporation laws of the Territory of Guam, as may be necessary for the
14 conduct and administration of its activities and the exercise of the powers and performance of the
15 duties conferred or imposed upon the Foundation or the Board by this Article;

16 (5) Adopt such rules and regulations as may be necessary for the exercise of the powers and
17 performance of the duties conferred or imposed upon the Foundation or the Board by this Article;

18 (6) Acquire, subject to the laws of the Territory of Guam, by grant, purchase, gift, devise or
19 lease, and hold and use any real or personal property necessary or convenient or useful for the
20 carrying on of any of its powers pursuant to the provisions of this Article;

21 (7) Establish its internal organization and management;

22 (8) Sell, rent, exchange or otherwise dispose of, encumber, improve or remove any property
23 of the Foundation or any interest therein, and to provide for any services in connection with any
24 property, real or personal, of the Foundation subject to the laws of Guam;

25 (9) Establish reasonable charges for any of its services, where it deems appropriate and to
26 otherwise provide for a means of raising funds and revenue, and to determine the character of and
27 necessity for its obligations and expenditures and the manner in which they shall be incurred,
28 allowed and paid;

29 (10) Associate with like organizations of other states, territories, nations or regions, or
30 agencies or instrumentalities thereof, and to enter into contracts and cooperative agreements with

1 any of same or with any person, firm association or corporation may be deemed necessary or
2 appropriate for the conduct of its activities;

3 (11) Establish and delegate its authority to any committee or subcommittee of the Board of
4 Trustees, and to determine the composition, duties and powers of any such committee;

5 (12) Form or cause to be formed, promote, aid and invest, in any reasonable manner within
6 its means and purposes, in the promotion of any corporation or other firm, association or entity; and

7 (13) Do any and all things necessary or appropriate to carry out and further purposes of this
8 Article, and to have all other corporate powers provided by law.

9 (14) The Foundation shall issue periodic reports to the Board of Trustees of *I Dipattamenton*
10 *I Kaohao Guinahan Chamorro*. Each report shall detail its activities and include an accounting of all
11 funds received and expended to further its purpose.

12 (d) **Board of Directors.** All functions and powers of the Guam Museum Foundation
13 shall be vested in and be exercised by and under the direction of a Board of Directors ("Board"). The
14 Board shall be composed of seven (7) members selected in accordance with this Section. Five (5)
15 directors, referred to as "elected directors", shall be elected from amongst the membership of the
16 Guam Museum Foundation. Two (2) directors, referred to as "appointed directors", are to be
17 selected and appointed by *I Maga'lahaen Guâhan* from amongst the membership of the Board of
18 Trustees of *I Dipattamenton I Kaohao Guinahan Chamorro*. "Elected directors" shall serve a term
19 of two (2) years from date of election, but may not serve more than two (2) consecutive terms.
20 "Appointed directors" shall serve a term of four (4) years from the date of appointment. For
21 purposes of this Section, the original five (5) incorporators of the Guam Museum Foundation shall
22 serve as "*Interim Elected Directors*" until an election has been duly conducted in accordance with
23 the By-Laws of the Guam Museum Foundation.

24 (e) **Operation of the Board.** The Board shall be responsible for the overall management,
25 administration, policies and direction of the Guam Museum Foundation and shall exercise
26 supervision through an agent or agents duly appointed. The Board shall meet in regular session at
27 least once per month and in special session as often as it may deem necessary. A majority of the
28 members of the Board shall constitute a quorum for the transaction of business. The Board shall act
29 by the vote of at least five (5) of its members. At the Board's initial meeting, it shall elect a
30 chairperson, a vice chairperson, and a secretary-treasurer. Members of the Board shall receive no

1 salary for their services, but in amounts prescribed by the Board may receive reasonable travel
2 allowances for time spent on official business of the Foundation.

3 **(f) Use of Funds.** The Foundation is authorized to use its funds, from whatever source
4 derived, in the exercise of its corporate powers and functions, subject to the requirements of the
5 funding source.

6 **(g) Donations.** All donations to the Foundation and any or all of its programs and units,
7 associations, subsidiaries, affiliates, but not limited to the same, shall be tax-deductible to the donors
8 in the same manner and to the same extent that donations to charitable or educational non-profit
9 organizations are deductible as referred to in the provisions of §501(c)3 of the U.S. Internal Revenue
10 Code.

11 **(h) Indemnification.** The Foundation shall indemnify any Trustee, Administrator,
12 officer, staff person, or former Trustee, Administrator, officer or staff person who may have served
13 at its request as a Trustee, Administrator or officer of the Foundation, in whole or in part, in
14 connection in the defense of any action, suit, proceedings, civil or criminal, in which the person is
15 made a party by reason of affiliation, with the Foundation, except in relation to matters as to which
16 the person is adjudged in the action, suit or proceeding to be liable for negligence or criminal
17 misconduct in the performance of duty to the Foundation; and, to make other indemnification that is
18 authorized by the Articles of Incorporation, Bylaws or resolutions adopted after notice by Trustees
19 entitled to vote.

20 **(i) Utilization of Governmental Agencies and Instrumentalities.** The services and
21 facilities of agencies and instrumentalities of the Federal Government and of the government of
22 Guam, to the extent allowed by law, may be made available to the Foundation in the exercise of its
23 functions.

24 **(j) Property of the Foundation.** Any property acquired, developed or produced in the
25 name of the Foundation, whether physical or intellectual, and whether tangible or intangible, shall
26 remain with the Foundation, including, but not limited to, copyrights, patents and trademarks.”

27 **Section 3. Use of funds.** All funds received by *I Dipattamenton I Kaohao Guinahan*
28 *Chamorro* for the purpose of the design, construction and operation of the new Guam Museum shall
29 be made available to the Guam Museum Foundation for those purposes until expended.

30 **Section 4. Effective date.** This Act is effective upon enactment into law.