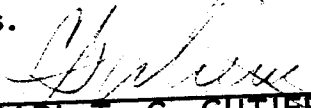


SEVENTEENTH GUAM LEGISLATURE  
1983 (FIRST) Regular Session

CERTIFICATION OF PASSAGE OF AN ACT TO THE GOVERNOR


This is to certify that Substitute Bill No. 339, "AN ACT TO REPEAL ARTICLE 1 OF CHAPTER 9 OF TITLE 12 OF GUAM CODE ANNOTATED AND TO REENACT A NEW ARTICLE 1 OF CHAPTER 9 OF TITLE 12 OF THE GUAM CODE ANNOTATED FOR THE PURPOSE OF REESTABLISHING THE GUAM VISITORS BUREAU," returned to the Legislature without the approval of the Governor was, in accordance with the Organic Act of Guam, reconsidered by the Legislature and after such reconsideration, the Legislature did, on the 22nd day of November, 1983, agree to pass said bill notwithstanding the objections of the Governor by a vote of two-thirds of all members thereof, to wit: by a vote of 15 members.

  
CARL T. C. GUTIERREZ  
Speaker

Attested:

  
ELIZABETH P. ARRIOLA  
Senator and Legislative Secretary

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This Act was received by the Governor this 23<sup>rd</sup> day of November, 1983, at 4:00 o'clock P.m.

  
Assistant Staff Officer  
Governor's Office

PUBLIC LAW NO. 17-32

(By Legislative override  
November 22, 1983)

SEVENTEENTH GUAM LEGISLATURE  
1983 (FIRST) Regular Session

Bill No. 339  
Substitute Bill by Committee on  
Tourism, Transportation and  
Communication

Introduced by:

T. S. Nelson

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AN ACT TO REPEAL ARTICLE 1 OF CHAPTER 9 OF  
TITLE 12 OF GUAM CODE ANNOTATED AND TO  
REENACT A NEW ARTICLE 1 OF CHAPTER 9 OF  
TITLE 12 OF THE GUAM CODE FOR THE PURPOSE OF  
REESTABLISHING THE GUAM VISITORS BUREAU.

1 BE IT ENACTED BY THE PEOPLE OF THE TERRITORY OF GUAM:

2 Section 1. Chapter 1 of Title 34 of the Government Code is hereby  
3 repealed.

4 Section 2. Article 1 of Chapter 9 of Title 12 of the Guam Code  
5 Annotated is enacted to read:

6 "Guam Visitors Bureau

7 Section 9101. Short Title. This Article may be cited as the  
8 'Guam Visitors Bureau Act'.

9 Section 9102. Creation. There is hereby created a public  
10 corporation to be known as the 'Guam Visitors Bureau' as hereinafter  
11 provided. The corporation shall be a non-stock, non-profit  
12 membership corporation to be governed in accordance with the  
13 applicable general corporation laws of the Territory of Guam, except as  
14 provided otherwise by this Article. No Articles of Incorporation shall  
15 be required; this Article shall be its charter.

16 Section 9103. Definitions. As used herein, unless otherwise  
17 indicated:

18 (a) 'Bureau' means the Guam Visitors Bureau.

19 (b) 'Board' means the Board of Directors of the Bureau.

20 (c) 'General Manager' means the General Manager of the Bureau.

1 (d) 'Director' means a member of the Board.

2 (e) 'Member' means a member of the Bureau.

3 (f) 'Employees' means employees of the Bureau.

4 Section 9104. Purpose. The purpose of the Bureau shall be to  
5 promote the visitor industry in Guam, in such manner as it deems most  
6 reasonably appropriate, including providing assistance in the  
7 development of adequate tourist facilities and attractions, providing  
8 and disseminating information and materials promoting Guam as a  
9 visitor destination, promoting local participation in the visitor  
10 industry, promoting local cultural activities for residents and items of  
11 local manufacture for visitors, and engaging in all lawful activities to  
12 promote tourism reasonable or incidental thereto.

13 Section 9105. Powers.

14 The Bureau shall have and exercise each and all of the following  
15 powers:

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

18 (b) Enter into contracts and execute all instruments necessary  
19 or appropriate in the exercise of any of its powers;

20 (c) Sue or be sued in its own corporate name;

21 (d) Adopt, amend and repeal reasonable by-laws, and other  
22 rules, regulations and directives, pursuant to the general corporation  
23 laws of the Territory of Guam, as may be necessary for the conduct  
24 and administration of its activities and the exercise of the powers and  
25 performance of the duties conferred or imposed upon the Bureau or  
26 the Board by this Article;

27 (e) Adopt such rules and regulations pursuant to the  
28 Administrative Adjudication Act as may be necessary for the exercise  
29 of the powers and performance of the duties conferred or imposed  
30 upon the Bureau or the Board by this Article;

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

1 (g) Establish its internal organization and management;

2 (h) Sell, rent, exchange or otherwise dispose of, encumber,  
3 improve or remove any property of the Bureau or any interest therein,  
4 and to provide for any services in connection with any property, real  
5 or personal, of the Bureau subject to the laws of Guam;

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

11 (j) Associate with like organizations of other states,  
12 territories, nations or regions, or agencies or instrumentalities  
13 thereof, and to enter into contracts and cooperative agreements with  
14 any of same or with any person, firm association or corporation may be  
15 deemed necessary or appropriate for the conduct of its activities;

16 (k) Establish and delegate its authority to any committee or  
17 subcommittee of the Board of Directors, and to determine the  
18 composition, duties and powers of any such committee;

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

22 (m) Do any and all things necessary or appropriate to carry out  
23 and further purposes of this Article, and to have all other corporate  
24 powers provided by law.

25 Section 9106. Board. (a) The exercise of the powers of the Bureau  
26 shall be directed by the Board of Directors composed of nine (9) members  
27 selected in accordance with this Section. Four (4) directors, referred to as  
28 'appointed directors' shall be members and shall be appointed by the  
29 Governor with the advice and consent from the Legislature. One of the  
30 appointed directors shall be a commissioner or assistant commissioner  
31 selected by the Commissioner's Council. Four (4) directors, referred to as  
32 'elected directors' shall be contributing members in good standing elected  
33 by the membership. The four (4) appointed and four (4) elected directors  
34 shall then select the ninth (9th) director by a vote requiring concurrence

1 of six (6) of the directors. The ninth (9th) director shall be actively and  
2 directly involved in the tourism industry. The Board of Directors shall  
3 elect from amongst its body a chairperson and vice-chairperson. The ninth  
4 director from a previous board shall not be held over solely to act as the  
5 ninth director of a new board. The ninth director of a previous board may  
6 be appointed as the ninth director of any subsequent board as set forth  
7 herein.

8 (b) Six (6) directors shall constitute a quorum of the board for the  
9 transaction of all business. No director shall be entitled to vote his or her  
10 vote by proxy.

11 (c) Elected Directors and the ninth director shall serve for two (2)  
12 years.

13 (d) Appointed directors shall serve at the pleasure of the Governor.

14 (e) Elected directors and the ninth director may be removed for cause  
15 upon the vote of not less than six directors or with or without cause upon  
16 the vote of not less than two-thirds of the total number of votes of the  
17 contributing members at a properly called meeting of the contributing  
18 members at which a quorum is present.

19 (f) A vacancy on the Board (whether created by resignation or  
20 removal) of an appointed member shall be filled by appointment of the  
21 Governor with the advice and consent of the Legislature. The person  
22 filling the vacancy shall serve for a term of two (2) years.

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

27 (h) A vacancy on the Board (whether created by resignation or  
28 removal) of the ninth director shall be by selection of at least six (6) of  
29 the directors. A person filling a vacancy of the ninth director shall serve  
30 only until the end of the term of the director whom he replaced.

31 (i) The Board shall act only by resolution at a meeting duly held.  
32 Neither the chairperson nor vice-chairperson nor any individual director or  
33 group of directors shall have any authority, to direct any employee of the  
34 Bureau except by resolution adopted as herein provided. Any resolution of

1 the Board shall require concurrence of a majority of the Directors present  
2 at any properly held meeting of the Board, provided, however, in the  
3 event of the act of a majority of directors constituting less than six (6)  
4 directors, such act must be ratified in writing, not less than one (1) week  
5 subsequent to such meeting, by sufficient number of directors to constitute  
6 a total of six (6) concurring directors.

7 (j) Special meetings of the Board of Directors may be called at any  
8 time by the Chairperson, or in the Chairperson's absence, the  
9 Vice-Chairperson; or, by the General Manager on the written instruction of  
10 any two (2) directors.

11 Section 9107. Same: Duties. The Board shall:

12 (a) Promote visitor satisfaction with Guam as a tourist destination and  
13 facilitate the orderly growth and maintenance of the visitor industry;

14 (b) Encourage and support the employment of local residents in job  
15 opportunities in the tourism industry.

16 (c) Assist in the development of adequate tourist facilities and  
17 attractions, including local beautification projects;

18 (d) Develop data on number of visitors, expenditures by visitors,  
19 points of origin and destination, and other relevant information of tourism  
20 and visitors;

21 (e) Provide advice and technical assistance to tourism development  
22 organizations in planning programs to attract visitors, and develop and  
23 disseminate literature for distribution to visitors, and potential visitors to  
24 this territory;

25 (f) Cooperate with regional agencies promoting Micronesia and the  
26 Mariana Islands as a tourist destination;

27 (g) Encourage and support local activities, programs and development  
28 which would enhance Guam as an attractive tourist destination;

29 (h) Support the marketing of local arts, handicrafts and other  
30 manufactured products to visitors; and

31 (i) Encourage local cultural activities for tourist and general public  
32 enjoyment.

33 Section 9108. General Manager. (a) The Board, shall appoint a  
34 General Manager, who shall be the Bureau's chief administrative officer and

1 shall serve at the pleasure of the Board. The General Manager's  
2 compensation shall be determined by the Board.

3 (b) The day-to-day operations of the Bureau shall be the province of  
4 the General Manager. The General Manager shall be primarily responsible  
5 for the maintenance, operation, development, and administration of the  
6 Bureau's business affairs.

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

- 8 (i) Insuring that the Board's rules and regulations are  
9 enforced;
- 10 (ii) Attending all Board meetings unless excused by the Board;
- 11 (iii) Keeping the Board advised as to the needs of the Bureau;
- 12 (iv) Approving demands for the payment of obligations of the  
13 Bureau within the purposes and amounts authorized by the  
14 Board;
- 15 (v) Selecting, appointing, terminating, with or without cause,  
16 and supervising employees of the Bureau;
- 17 (vi) Publishing a financial report in a manner provided by the  
18 Board within one hundred twenty (120) days from the end  
19 of each fiscal year showing the result of operations for  
20 the preceding fiscal year and the financial status of the  
21 Bureau on the last day thereof;
- 22 (vii) Rendering a monthly accounting statement to the Board in  
23 such form as the Board directs;
- 24 (viii) Annually submitting to the Board and the Governor  
25 programs and financial plans in accordance with the  
26 provisions of the Executive Budget Act set forth in  
27 Title VI, Chapter III of the Government Code of Guam;  
28 and
- 29 (ix) Performing such other and additional duties as the Board  
30 may direct.

31 Section 9109. Other Personnel. (a) The General Manager may  
32 employ, subject to the approval of the Board, a Deputy Manager and  
33 secretary. The duties and compensation of such personnel shall be

1 determined by the General Manager with the advice and approval of the  
2 Board.

3 (b) The Board may employ or retain an attorney, or firm of  
4 attorneys, who shall be admitted to practice before the courts of Guam, who  
5 shall advise the Board and the General Manager on all legal matters to  
6 which the Bureau is a party or in which the Bureau is legally interested,  
7 and may represent the Board in connection with legal matters before the  
8 Legislature, other Boards and other agencies of the Territory. The  
9 Attorney General shall represent the Bureau in litigation in which the  
10 Bureau is interested, provided that the Attorney General may deputize or  
11 designate the attorney for the Bureau as a Special Assistant Attorney  
12 General for this purpose. The terms, conditions and compensation of  
13 employment of any such attorney shall be determined by the Board, and the  
14 attorney shall serve at the pleasure of the Board.

15 Section 9110. Employment. (a) Pursuant to the provisions of 4 GCA  
16 Section 4105, the Board shall establish rules and regulations governing  
17 selection, promotion, performance evaluation, demotion, suspension, removal  
18 and other disciplinary action for the employees of the Bureau.

19 (b) Employees of the Bureau, excluding the Directors, and including  
20 the General Manager, shall be members of the Government of Guam  
21 Retirement Fund, subject to the provisions of 4 GCA Section 8105. The  
22 Bureau shall contribute to the Government of Guam Retirement Fund on the  
23 basis of bi-weekly billings as determined by the Board of Trustees,  
24 Government of Guam Retirement Fund, for the government's share of the  
25 cost of the retirement benefits applicable to the Bureau's employees and  
26 their beneficiaries. The Bureau also shall contribute to the Workmen's  
27 Compensation Fund, on the basis of annual billings as determined by the  
28 Workmen's Compensation Commissioner, for the benefit payments made from  
29 such fund on account of the Bureau's employees.

30 (c) Each Bureau employee shall be eligible to participate in any  
31 Government of Guam health and life insurance or prepaid health plan.

32 Section 9111. Contracts and Purchases. The Bureau shall be subject  
33 to the provisions of Title VII-A of the Government Code.



1           Section 9112. Members. (a) Any person including natural persons,  
2 partnerships, and corporations shall be entitled to be a member of the  
3 Bureau.

4           (b) There shall be two (2) classes of membership: (i) 'Contributing  
5 Members' who shall be those members contributing the sum of One Hundred  
6 Dollars (\$100.00) or more annually; and (ii) 'Honorary Members' being those  
7 members contributing less than One Hundred Dollars (\$100.00) annually.  
8 Only contributing Members shall be entitled to vote, however, membership  
9 meetings shall be open to all members.

10           (c) Contributing members may acquire multiple voting rights on the  
11 basis of one (1) vote for each annual contribution of One Hundred Dollars  
12 (\$100.00), payable in lump sum or installments, provided, no single  
13 membership shall be entitled to more than ten (10) votes. All contributions  
14 of contributing members herein mentioned shall be cash and must be paid in  
15 full ninety (90) days prior to having any voting rights.

16           (d) A quorum of the membership shall require attendance of at least  
17 fifty percent (50%) of the total voting power of the members. Except as  
18 otherwise provided by law, any act of the members shall require a vote of a  
19 majority of the voting power of the members present at any meeting duly  
20 held. Contributing members may be present and may vote by proxy,  
21 provided written authorization of proxy is delivered to the Secretary or  
22 General Manager, or the Chairperson of the meeting at least twenty-four  
23 (24) hours prior to the commencement of the meeting which is the subject of  
24 the proxy.

25           Section 9113. Fiscal Authority. (a) For each fiscal year there is  
26 authorized to be appropriated as part of the executive budget, money in  
27 the 'Tourist Attraction Fund', such sums as may be necessary for the  
28 Bureau to carry out the provisions of this Article. Such appropriations  
29 shall be governed by the Executive Budget Act set forth in Chapter III of  
30 Title VI of the Government Code of Guam.

31           (b) All funds appropriated to the Bureau by the Government of Guam  
32 shall be considered grants in aid. No disbursement of funds of the Bureau  
33 shall be made unless the same has been approved, authorized and ordered  
34 by the Board of Directors.

1 (c) The Legislature may condition payment of any sums appropriated  
2 pursuant to sub-section (a) of this section upon requirements that the  
3 membership match the appropriated funds, with cash or in-kind  
4 contributions, on the basis of not more than twenty cents (20¢) for every  
5 eighty cents (80¢) so appropriated.

6 Section 9114. (a) The Bureau as organized pursuant to this Article  
7 shall commence business on January 9, 1984.

8 (b) The Governor shall submit to the Legislature the names of  
9 nominees of appointed directors no later than December 15, 1983.

10 (c) The four (4) directors elected by the membership of the existing  
11 Guam Visitors Bureau shall call and conduct a meeting of contributing  
12 members no later than December 28, 1983 to elect elected directors to serve  
13 for a two-year term commencing January 9, 1984. For the first election  
14 contributing members who have paid contributions for the 1984-1985  
15 bi-annual period on or before December 14, 1983, shall be entitled to one  
16 (1) vote for each \$200 contributed up to a maximum of ten (10) votes. No  
17 contributing member may vote by proxy at the first meeting. The quorum  
18 for the first meeting shall be at least fifty percent (50%) of votes of  
19 contributing members. The four persons receiving the four highest number  
20 of votes shall be elected. In case of a tie, a run-off shall be held.

21 Section 9115. Reservation of Powers. The Legislature hereby  
22 reserves the power to alter, amend or repeal any or all of the sections of  
23 this Article."

24 Section 3. The opening paragraph of Title 4 Guam Code Annotated  
25 Section 4104, is amended to read:

26 "Section 4104. Department Personnel Rules. Rules subject to  
27 criteria established by this Chapter governing the selection, promotion,  
28 performance evaluation, demotion, suspension and other disciplinary action,  
29 shall be adopted by the Board of Directors for the Guam Airport Authority,  
30 Board of Directors for Guam Economic Development Authority, Board of  
31 Directors for Guam Housing Corporation, Board of Commissioners for Guam  
32 Housing and Urban Renewal Authority, Judicial Council, the Board of  
33 Directors of the Guam Telephone Authority, the Board of Directors of the  
34 Port Authority of Guam, the Board of Directors of the Guam Power

1 Authority, the Board of Education, the Board of Regents of the University  
2 of Guam, the Guam Community College Board of Trustees, the Board of  
3 Trustees of the Guam Memorial Hospital Authority, and by the Board of  
4 Directors of Guam Visitors Bureau with respect to personnel matters within  
5 their respective branches, agencies or departments, and by the Director of  
6 Administration as to all other Executive Branch employment. Such rules  
7 shall, to the extent practicable, provide standard conditions for entry into  
8 and other matters concerning the government service. The personnel rules  
9 adopted for University of Guam, Guam Airport Authority, Guam Telephone  
10 Authority, Port Authority of Guam, Guam Power Authority, Department of  
11 Education, Guam Memorial Hospital Authority, Guam Visitors Bureau and by  
12 the Director of Administration shall require that all their classified employee  
13 appeals be heard by the Civil Service Commission. The personnel rules  
14 adopted for the Judiciary Branch by Judicial Council shall require that all  
15 their classified employee appeals be heard by the Council. Personnel rules  
16 governing any other Executive Branch entities may require that their  
17 classified employee appeals be heard by the Civil Service Commission.  
18 Rules concerning the Executive Branch shall take effect upon their approval  
19 by the Civil Service Commission, by Executive Order of the Governor and  
20 filing with Legislative Secretary. Rules concerning the Judicial Branch  
21 shall take effect upon adoption by the Judicial Council of Guam."

22 Section 4. Severability. If any provision of this Article on its  
23 application to any person or circumstance is held invalid, the invalidity  
24 does not effect other provisions or applications of the Article which can be  
25 given effect without the invalid provision or application, and to this end  
26 the provisions of this Article on severable.

27 Section 5. On the effective date of this Act, present employees of  
28 the Guam Visitors Bureau shall continue to be employees of the Guam  
29 Visitors Bureau, members of the Government of Guam Retirement Fund and,  
30 with the exception of the General Manager, Deputy Manager, and Secretary,  
31 their positions shall be classified positions. The previous legal status of  
32 the Bureau shall not detrimentally affect the rights of employees, past and  
33 present, whose contributions to the Retirement Fund were made prior to the  
34 effective date of this Act.