

GUAM REGIONAL TRANSIT AUTHORITY  
BOARD OF DIRECTORS  
BY - LAWS

**ARTICLE 1.**

**GENERAL**

- 1.1 Name: The name of this Authority shall be the "Guam Regional Transit Authority" (GRTA).
- 1.2 Office/Resident: The principal office of the Authority shall be located in the territory of Guam and shall be deemed to be resident within the territory of Guam.

The mailing address of the Authority shall be the following:  
Guam Regional Transit Authority  
P.O. Box 2896  
Hagatna, GU 96932

- 1.3 Purpose: The Authority is created to plan services, establish, develop, coordinate, promote, own and operate facilities and services that support public transportation and public parking within the territory of Guam.
- 1.4 Exclusive Franchise: The Authority shall have exclusive franchise for the furnishing of public transportation within Guam and on its roads and highways. Except for private parking facilities and parking facilities maintained and operated by the J.D. Leon Guerrero Commercial Port of Guam and the A.B. Won Pat International Airport Authority, Guam, the GRTA shall have exclusive franchise within the government of Guam to collect and administer fees for the furnishing, operation and maintenance of public parking on Guam.
- 1.5 Goals and Policies: The goals and policies for which the Authority was created are to provide the territory of Guam with a public transportation system that will:
- a. complement Guam's street and highway facilities,
  - b. reduce congestion on roads,
  - c. create a reasonable trend for reducing the cost of future street and highway construction,
  - d. provide Guam with a balanced transportation system and assure a level of mobility that is conducive to economic growth and development,
  - e. assist in the reduction of the total fuel requirements of the territory,

- f. provide an alternative mode of transportation to the residents and visitors of Guam,
- g. integrate with the Department of Public Works' Guam Transportation Plan

## ARTICLE 2.

### BOARD OF DIRECTORS

- 2.1 Governance: The governance of the Authority shall be vested in the Board of Directors.
- 2.2 Composition: The Board shall consist of a total of seven (7) members. Two (2) of which shall represent the Mayors' Council of Guam. Five (5) of which shall be appointed by the Governor of Guam with the advice and consent of the Guam Legislature, in accordance with PL30-5.
- 2.3 Term of office: The members of the Board shall hold office for a term of four (4) years.
- 2.4 Compensation: The members of the Board shall be compensated the sum of One Hundred Dollars (\$100.00) for attendance at any one (1) meeting, but such compensation shall not apply to more than one (1) meeting in any one (1) calendar month. Board members shall be reimbursed for expenses incurred in the discharge of their responsibilities.
- 2.5 Officers: The Board shall elect a Chairperson, Vice Chairperson, and Secretary from among its members.
- 2.6 Powers of the Chairperson: The Chairperson shall preside over all the Authority's Board meetings. The Chairperson shall provide direction and leadership in enforcing the Authority's mandates, policies, and goals with the recommendation of the advisory staff of the Authority.
- 2.7 Powers of the Vice Chairperson: The Vice Chairperson shall assist the Chairperson in the guidance and coordination of the Board's activities. The Vice Chairperson shall carry out any other duties assigned by the Chairperson or the Board of Directors. In the absence of the Chairperson, or in the event that the Chairperson is incapacitated, the Vice Chairperson shall assume the duties of the Chairperson. The Vice Chairperson shall perform such other duties required by these by-laws or customary to this office.

2.8 Duties and Responsibilities of the Secretary: The Secretary shall keep the minutes of the Board meetings and perform other such duties as prescribed by the Board.

2.9 Powers of the Executive Manager: The Executive Manager shall serve as the Chief Executive Officer (CEO) during the Board of Director meetings. The CEO shall act as Advisor to the Board during policy and decision making situations, and shall recommend to the Board towards directive actions involving the Authority's goals and policies for the territory.

### ARTICLE 3.

#### POWERS OF THE BOARD

3.1 General: The Board shall do any and all things necessary to carry out the purposes of these By-Laws and the mandates of the statute which created this Authority.

3.2 Powers, Duties, and Responsibilities: The Board shall be responsible for adopting plans, policies, procedures, rules and regulations deemed necessary to carry out the provisions of these By-Laws, PL30-5, 12GCA Chapter 6, and all other applicable local and federal laws including:

- a. Oversight of the formulation of the Authority's plans, programs, policies, and budget;
- b. responsibility for the overall direction of the Authority towards the provision of public transportation services on Guam;
- c. leadership towards the development and implementation of short and long range public transportation planning;
- d. establishment of rules and regulations governing the selection, promotion, performance evaluation, demotion, suspension, dismissal and other disciplinary action for employees of the Authority. Until such rules and regulations are established by the Board, the personnel rules and regulations of the Government of Guam shall be followed;

3.3 General Management:

- a. The Board shall appoint an Executive Manager of the Authority, who shall be its chief executive officer. The Executive Manager shall serve at the pleasure of the Board.

- b. The Board may appoint such other officers as it deems necessary for the proper conduct of the Authority's business.

#### **ARTICLE 4.**

##### **BOARD MEETINGS**

- 4.1 **Conditions:** All regular and special meetings of the Board shall be open to the public as prescribed by law.
- 4.2 **Regular Meetings:** All regular meetings shall be held on the third Monday of each month, as scheduled. The meeting shall be held in an accessible location in the Authority's central office.
- 4.3 **Special Meetings:** All special meetings of the Board may be called by the Chairperson or by the Vice Chairperson in the absence of the Chairperson. The special meetings shall be held in an accessible location in the Authority's central office.
- 4.4 **Quorum:** Four members of the Board shall constitute a quorum. The affirmative vote of at least four (4) members of the Board shall be required to make an action of the Board official.
- 4.5 **Attendance:** All members of the Board are required to attend all regular meetings unless illness or other valid reason prevents their attendance.
- 4.6 **Rules:** All meetings of the Board shall be conducted under Robert's Rules of Order.
- 4.7 **Order of Business:** The following shall designate the order of business at all Board meetings:
  - a. Call to Order
  - b. Roll Call and Opening Remarks
  - c. Management Reports (optional)
  - d. Old Business
  - e. New Business
  - f. Program/Public Participation
  - g. Announcements
  - h. Adjournment

#### **ARTICLE 5.**

##### **AMENDMENTS TO THE BY-LAWS**

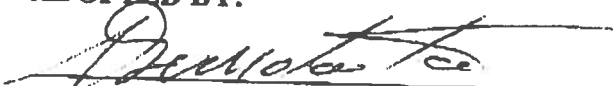
- 5.1 **Changes:** These By-Laws may be subject to amendments in part or in its entirety by the majority vote of the Board. Majority vote consists of at least a total of four (4) votes.

- 5.2 Procedures: All proposed amendments to these By-Laws shall conform to the following:
- a. Proposed amendments shall be introduced at a regular meeting by Board members or the chief executive officer for review.
  - b. Proposed amendments shall be consistent with the plans, goals, policies, procedures, rules and regulations of these By-Laws, PL30-5, 12GCA Chapter 6, and all other applicable local and federal laws.

**ARTICLE 6. INDEMNIFICATION**

6.1 The Authority may to the fullest extent now or hereafter permitted by and in accordance with the procedures provided by Guam laws and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Authority, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees. The Authority is authorized to purchase and maintain insurance for the indemnification of itself, directors, officers, and staff.

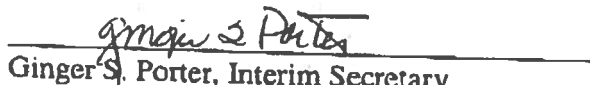
**ADOPTED BY:**

  
 \_\_\_\_\_  
 Vicente D. Gumataotao, Interim Chairperson

12/21/09  
 date

  
 \_\_\_\_\_  
 Manuel Q. Cruz, Interim Vice Chairperson

12-21-09  
 date

  
 \_\_\_\_\_  
 Ginger S. Porter, Interim Secretary

12/21/09  
 date

  
 \_\_\_\_\_  
 Louise C. Rivera, Board Member

12/21/09  
 date