

BOARD OF GOVERNORS

JACQUELINE TAITANO TERLAJE
President
JOHN C. TERLAJE
Treasurer
JOAQUIN C. ARRIOLA, JR.
Member-At-Large
JEHAN'AD MARTINEZ
Past President

MINAKSHI V. HEMLANI
Vice President
PHIL J. TYDINGCO
Secretary
SERGE QUENGA
Member-At-Large



January 18, 2019

TO: The Membership of the Guam Bar Association

NOTICE

Pursuant to the Order in Supreme Court of Guam No. WRM17-001, received by the Guam Bar Association on today's date, as attached hereto,

NOTICE, PURSUANT TO BYLAWS ARTICLE IX SECTION 1 IS HEREBY PROVIDED:

- (1) Notice is hereby given that the term of the members of the Board of Governors is to expire at the conclusion of the next Annual Meeting.**
- (2) Notice is hereby given that the members may nominate one or more candidates for the following offices of the Board of Governors – President, Vice President, Secretary, Treasurer, Member-at-Large and Member-at-Large – for the two-year term commencing at the conclusion of the next annual meeting. A nominating statement shall be filed for each candidate at the office of the GUAM BAR ASSOCIATION, not later than March 1, 2019, and shall be signed by three active members in good standing.**

*For purposes of this Notice, the GBA is utilizing the registration information current through December 31, 2018.

Enclosed: Order



GUAM BAR
ASSOCIATION

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IN THE SUPREME COURT OF GUAM

GLORIA LUJAN RUDOLPH,)	Supreme Court Case No. WRM17-001
)	
Petitioner,)	
)	
vs.)	
)	
JEHAN'AD G. MARTINEZ, AS)	
PRESIDENT OF THE GUAM BAR)	
ASSOCIATION, and GUAM BAR)	
ASSOCIATION BOARD OF)	
GOVERNORS,)	
)	
Respondents.)	



This matter comes before the court on the President’s Request for Clarification (“Request”), filed by Guam Bar Association (GBA) President Jacqueline Taitano Terlaje on December 12, 2018. Attached to the Request was a Resolution of the Board of Governors (“Board”) of the GBA, wherein the Board states that it met on October 25, 2018, and that it directs and authorizes GBA President Terlaje to seek from this court consent to authorize the current Board to serve a full two-year term of office and to direct that the next GBA election be opened to nominations by September 1, 2019. See Request and attached Resolution (Dec. 12, 2018).

The GBA By-laws provide, in relevant part:

ARTICLE IX NOMINATIONS AND ELECTIONS

Section 1. NOMINATION OF MEMBERS OF THE BOARD OF GOVERNORS.

On or before September 1 of each year the Secretary shall notify each active member in good standing that a term of a member of the Board of Governors is to expire at the conclusion of the next annual meeting, of the date fixed by this Section for filing nominating positions. Such notice may be given by mail to each such member at his address shown on the records of the GUAM BAR ASSOCIATION, or by publication in an official publication of the GUAM BAR ASSOCIATION. The members may nominate one or more candidates for the office of member of the Board of Governors for the two year term commencing at the conclusion of the next annual meeting. A nominating statement shall be filed

1 *for each candidate at the office of the GUAM BAR ASSOCIATION, not later than*
2 *October 15, and shall be signed by three active members in good standing.*

3 **Section 2. NOMINATING COMMITTEE, OTHER NOMINATIONS.**

4 (a) *On or before each September 15, prior to the annual meeting at which the*
5 *officers' term shall expire, the President shall appoint a nominating committee of*
6 *five members approved by the Board. The nominating committee shall nominate*
7 *two candidates for each of the offices. In the event the nominating statement for*
8 *members at large of the Board of Governors filed on or before October 15*
9 *pursuant to Section 1 are insufficient to nominate at least one candidate for each*
10 *such post to be filled, the nominating committee also shall nominate candidates*
11 *for such posts from the active membership so that there shall be a candidate for*
12 *each such post. No nomination shall be made unless the proposed nominee*
13 *consents thereto.*

14 (b) *After nominations are made as provided by Section 1 and Section 2(a) above,*
15 *a list of the nominees shall be mailed to each active member in good standing at*
16 *least forty-five days before the date of the annual meeting. Not later than ten days*
17 *after the date of mailing of the list of nominations so made, any twenty active*
18 *members in good standing may nominate a candidate for President, Vice-*
19 *President, Secretary or Treasurer by filing at the office of the GUAM BAR*
20 *ASSOCIATION a nominating statement.*

21 (c) *No person may be nominated under Section 1 of this section for more than one*
22 *office. Every nominee must be an active member in good standing.*

23 GBA By-laws, Article IX (emphases added). Further, the GBA Rules provide as follows, with
24 respect to terms of office:

25 **Section 4: Elections, Term, Qualifications, Vacancies**

26 *The term of office of each member of the Board of Governors elected at large*
27 *shall be two years commencing at the conclusion of the annual meeting of the*
28 *Association at which his election is reported and ending at the conclusion of the*
29 *second annual meeting thereafter. Each such elected member shall hold office for*
30 *the term for which he was elected and until his successor is elected or otherwise*
31 *selected. The By-Laws shall provide for all nominations and elections of such*
32 *members of the Board of Governors. Any vacancy on the Board of Governors*
33 *arising in the office of member elected at large shall be filled by vote of the*
34 *remaining members of the Board of Governors for the unexpired term from the*
35 *active membership in the manner provided by the By-Laws. An acting member of*
36 *the Board of Governors may be appointed by the President with the approval of*
37 *the Board, to serve during the temporary absence or incapacity of any member*
38 *elected at large.*

39 GBA Rules, Rule 3, Section 4 (emphases added).

1 The election pursuant to which the current Board was placed into office was anomalous
2 in that it was conducted according to the terms of this court's Supervisory Order after the initial
3 nomination and election process was contested by way of a writ of mandamus filed with this
4 court. *See* Ver. Pet. Writ Mand. & Prohib. (Mar. 24, 2017). In the resulting Supervisory Order,
5 this court stated:
6

7 The court further **ORDERS** that the Guam Bar Association conduct a new
8 election, concluding before an Annual Meeting to be held **Friday, August 25,**
9 **2017**. The court also **ORDERS** that the term of office for those elected will run
10 until a regularly scheduled 2019 Annual Meeting—to be held no later than April
11 30, 2019—and that all future meetings and elections will take place according to
12 the schedule provided by the Guam Bar Association Bylaws and Rules.

13 Supervisory Order at 3 (July 17, 2017). The court, in deliberating upon and issuing the
14 Supervisory Order, was fully cognizant of the special circumstances of this delayed election.
15 Our Supervisory Order clearly contemplated that the term of office for the Board elected during
16 this court-ordered election would run for a modified term. Further, the court was quite clear as
17 to when the Board's term shall run. We do not believe, therefore, that any clarification of this
18 Supervisory Order is necessary. However, as it is equally clear that the Board did not comply
19 with the dates and deadlines for nominations as set forth in Article IX, Sections 1 and 2, of the
20 GBA By-laws or the Supervisory Order, and those dates and deadlines have now elapsed, the
21 court hereby **ORDERS** as follows:
22

- 23 1. By January 15, 2019, the Secretary shall notify each active member in good
24 standing that a term of a member of the Board of Governors is to expire at the
25 conclusion of the next annual meeting, of the date fixed by this Section for
26 filing nominating positions, pursuant to Article IX, Section 1 of the By-laws,
27 and shall otherwise comply with such by-laws.
- 28 2. Nominations shall close by March 1, 2019.
3. A nominating statement shall be filed for each candidate at the office of the
GUAM BAR ASSOCIATION, by March 1, 2019, and shall be signed by
three active members in good standing, pursuant to Article IX, Section 1 of
the By-laws, and shall otherwise comply with such by-laws.

- 1 4. By February 1, 2019, the President shall appoint a nominating committee of
2 five members approved by the Board. The nominating committee shall
3 nominate two candidates for each of the offices. In the event the nominating
4 statement for members at large of the Board of Governors filed on or before
5 March 1, 2019, are insufficient to nominate at least one candidate for each
6 such post to be filled, the nominating committee also shall nominate
7 candidates for such posts from the active membership so that there shall be a
8 candidate for each such post.
- 9 5. After nominations are made as provided above, a list of the nominees shall be
10 mailed, electronically or in hard copy, to each active member in good standing
11 no later than March 15, 2019. Not later than ten days after the date of mailing
12 of the list of nominations so made, any twenty active members in good
13 standing may nominate a candidate for President, Vice-President, Secretary or
14 Treasurer by filing at the office of the GUAM BAR ASSOCIATION a
15 nominating statement.
- 16 6. The election shall be concluded by April 15, 2019, in compliance with all
17 applicable Rules and By-laws.
- 18 7. The term of office of the current Board shall run until a regularly scheduled
19 2019 Annual Meeting, to be held no later than April 30, 2019, pursuant to the
20 Supervisory Order.
- 21 8. For any process or procedure not specifically mentioned above, the applicable
22 GBA Rules and By-laws shall control.
- 23 9. At the conclusion of the 2019 nomination and election process delineated
24 above, all future meetings, nomination, and elections will take place according
25 to the schedule provided by the GBA By-laws and Rules.

26 **SO ORDERED** this 21st day of December, 2018.

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/s/
F. PHILIP CARBULLIDO
Associate Justice

/s/
ROBERT J. TORRES
Associate Justice

/s/
KATHERINE A. MARAMAN
Chief Justice