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IN THE SUPREME COURT OF GUAM

IN THE MATTER OF THE)	Supreme Court Case No. SPR23-001
)	
GUAM BAR ASSOCIATION)	
CERTIFICATION OF RESULTS)	
FROM SPECIAL ELECTION ON)	
AMENDMENTS TO BYLAWS.)	ORDER
)	
)	
)	

This matter comes before the court after oral argument on February 26, 2024. Twenty-eight active members¹ of the Guam Bar Association (“Petitioners”) filed a Petition for Review asking this court to review thirty-one proposed amendments to the Guam Bar Association (“GBA”) bylaws approved by special election. Pet. at 2 (Sept. 5, 2023). The petition alleges procedural flaws with the special election and certification of results, as well as substantive issues with five specific amendments—Proposed Amendments 1, 3, 6, 7, and 12. Pet. at 3-13. On September 11, 2023, we stayed implementation of all thirty-one amendments pending resolution of the petition. Order (Sept. 11, 2023).

Petitioners ask this court to determine if the amendments were properly proposed to the GBA body for the special election. “The ‘starting point’ of interpretation is the plain language of the rule[s].” *Topasna v. Gov’t of Guam*, 2021 Guam 23 ¶ 10. We review the rules, with the intention “to give effect to all of [their] provisions.” *Id.* GBA Rule 7 § 1 states that “[p]roposals [to amend the bylaws] may be made by twenty-five (25) active members in good standing *without Board approval.*” GBA Rule 7 § 1 (emphasis added). While the rules do not expressly state that



1 the GBA Board acting alone may propose amendments to the bylaws, we conclude the language
2 in Rule 7 § 1 implies that where proposals to amend the bylaws have the approval of the GBA
3 Board, the proposal does not have to be brought by twenty-five active members. Reviewing the
4 rules as a whole, including the intended role of the Board, we find that the GBA Board itself can
5 propose bylaw amendments. As the Board approved the proposal of the thirty-one amendments
6 to the bylaws, *see* Resp. to Order, Ex. A (GBA Bd. Mins., Mar. 1, 2023), the amendments were
7 properly proposed.

8 Petitioners raise three additional procedural issues regarding the special election, which
9 we reject. First, they argue the GBA Board should have included the vote tallies when certifying
10 the election results to this court. We conclude there is no explicit or implicit requirement in the
11 GBA Rules or Bylaws that a tally be presented along with the election results. Second, Petitioners
12 argue the election was improperly certified because a substantive error was silently corrected after
13 the draft of the proposed amendments was circulated. Proposed Bylaw, art. IX § 5 seems to have
14 omitted the word “Governors” when it incompletely referred to the “Board of.” While this may
15 technically violate GBA Rule 7 § 1—which requires proposed amendments “contain the complete
16 text thereof,”—we find the impact of the omitted word and subsequent correction is *de minimis*
17 in a way that does not require a new election. Third, Petitioners argue a notice and comment
18 period on the proposed amendments was required before the election. However, neither the GBA
19 Rules nor Bylaws require a notice and comment period, and we decline to order one in this case.
20 We conclude there were no procedural flaws in the special election process that required us to
21 overrule the results.

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