

North Central Oracle Applications Users Group
“NCOAUG”
Bylaws

ARTICLE I – Statement of Purpose

The North Central Oracle Applications User Group (NCOAUG), a non-profit organization serving the seven state region including Illinois, Iowa, Wisconsin, Indiana, Michigan, Minnesota, Ohio, was created in 1994 to perform the following functions:

- Provide an outlet for communication among users and vendors of the Oracle Applications community or persons interested in pursuing further information about Oracle and its products and services.
- Provide an exchange mechanism for information from Oracle Corporation or third parties with supporting products and services to the user community.
- Maintain an alliance partnership with OAUG for users in the North Central region.
- Adhere to the guidelines and principles of the OAUG
- Provide training day events that are low cost to no cost to the attendees

ARTICLE II – Organization

Board of Directors

NCOAUG will be lead by a Board of five (5) members, who will be elected by the general membership. The Board positions will serve for a term of two years. To ensure continuity of the Board, terms will be staggered -- only three seats will be open for election one year and the other two seats will be open for election the following year.

The Board of Directors will serve as the administrative body for the organization. It will consist of the officers of the organization, which include the Chair, Secretary, Treasurer, OAUG Coordinator, and Event Director.

Individuals are elected to the Board, not the companies they work for. Furthermore, there cannot be more than 1 active Director from any given company at any given time.

Directors are expected to maintain a vested, career interest in Oracle Applications throughout their term of service. If their career objectives change such that there is no longer a vested interest in Oracle Applications, or if a conflict of interest arises, the Director is expected to resign from the position.

Board Candidate Eligibility

Any registered NCOAUG member who is also an OAUG member is eligible to hold a Board position. Employees of Oracle Corporation are not eligible to hold a Board position.

Officers

The Officers shall be elected annually for one year terms by a majority vote of the Board of Directors from among the Directors at the first Board meeting following the annual election. Only one person can be elected to one position, except in the case of a temporary vacancy. There is no limit to the number of terms an Officer may hold his or her position.

The following positions comprise the officers of the NCOAUG.

Chair. The Chairperson will direct and serve to coordinate the activities of the Board of Directors and the activities of the user group overall. The Chairperson will generate Board meeting agendas and will preside over all scheduled meetings. The Chairperson is responsible for developing and implementing by-laws for the group in accordance with national, regional or state requirements.

Secretary. The Secretary is responsible for recording and documenting information discussed and decided upon at all meetings, publishing meeting minutes, managing the action item list, and maintaining all other documents. The Secretary is also the officer responsible for the management and maintenance of membership and sponsor/exhibitor lists, and is responsible for implementing measures to protect the confidentiality of this information. The Secretary will preside over any scheduled meetings in the absence of the Chair.

Treasurer. The Treasurer is responsible for the receipt, maintenance, and disbursement of all funds of the group. The Treasurer may appoint one or more Assistant Treasurers, subject to Board approval, to perform, under the direction of the Treasurer, some of the duties of the Treasurer. The Treasurer will provide periodic, event and annual budgets, and financial reports deemed necessary by the Board of Directors, and will provide the OAUG Coordinator with any reports required to submit to the OAUG, as requested. This includes preparation of the Funding Reimbursement Request Form to be submitted with receipts to OAUG within 60 days after incurring reimbursable expenses.

OAUG Coordinator. The OAUG Coordinator will function as the liaison between NCOAUG and OAUG and as such is an important representative of the group as well as the OAUG. It is recommended that only a single person act as Coordinator for one Geo or SIG. In order to maintain NCOAUG's affiliation with the OAUG in good standing, the OAUG Coordinator will:

- Ensure current copies of OAUG Bylaws, Policies and Procedures are provided to NCOAUG Board members and are on file with the Secretary.
- Provide the OAUG with properly completed Group Affiliation Forms as required, and obtain approval.
- Ensure NCOAUG receives all available funding from the OAUG.
- Provide the OAUG with group membership information and group contact information on an ongoing basis, as required.
- Keep the NCOAUG Board advised of OAUG programs and events that provide an opportunity for NCOAUG participation.
- Promote OAUG Membership and ongoing relationship development between group members and OAUG.
- Distribute information from OAUG and other geographical/topical SIGs.
- Represent NCOAUG and coordinate NCOAUG's participation at national OAUG events.

Event Director. The Event Director will be responsible for the logistical planning, coordination and execution of NCOAUG events. The Event Director may appoint one or more Event Coordinators, subject to Board approval, to perform, under the direction of the Event Director, some of the duties of the Event Director. Responsibilities include:

- Investigating potential sites for events and soliciting proposals for Board consideration.
- Upon Board approval, securing the location for the event and managing all facilities-related activities.
- Soliciting and identifying speakers and sponsors for events.
- Answering inquiries regarding membership and meetings.
- Advertising the event, sending meeting announcements, registering and maintaining the registration sheet.
- Coordinating the scheduled speakers for user group meetings ensuring that they understand the meeting format and are clear on time allotments
- Generating training day agendas.
- Coordinating on-site staff and volunteers on training days.
- Working with the Webmaster to publish announcements, agendas and presentations on the NCOAUG website.

Director Removal

Board members are elected by the NCOAUG community; therefore, the board must take every precaution not to remove a member without due cause. Examples of viable causes for removal of a director are violation of member list privacy, theft of funds, failure to participate in board meetings and activities, or blatant conflict of interest.

A Director may be removed from the Board by a unanimous resolution of the other four (4) Directors

Vacancies on the Board of Directors

Upon vacancy of an office for other than end of term, the Board of Directors may elect, at its sole discretion, to fill a vacant Director seat by appointing the first runner up in the most recent election. If that person declines, the previous runner up would be asked, with the process continuing until the position is filled. If the runner up list is exhausted without filling the position, the Board, at its sole discretion can appoint any qualifying person to the open seat, or can opt to leave the seat vacant until the next election.

Non-Officer Positions

The Non-officer positions shall be appointed annually by a majority vote of the Board of Directors at the first Board meeting following the annual election.

Oracle Liaison. The Oracle Liaison(s) will be an employee or employees of Oracle Corporation who ha or have the responsibilities associated with the focus of the geographic area associated with NCOAUG and is interested in the topics addressed by the group. The Liaison(s) will act as a resource to NCOAUG by providing a direct contact within Oracle to obtain answers to questions or concerns related to Oracle Corporation and software, assist with obtaining Oracle resources to participate in meetings, and provide overall support of the group functions from Oracle Corporation. The Oracle Liaison will facilitate relationships with the Oracle Install Base Representatives in the states NCOAUG serves. Typically, this person will serve as long as Oracle management permits or until the group requests a change.

Web Master. Responsible for maintaining the NCOAUG website.

Election Process

To ensure fairness, the OAUG GEO/SIG Manager will assist with the election process by distributing the Call for Candidates, verifying candidates meet the group's eligibility requirements, distributing the Ballot, verifying validity of Ballots received (based on NCOAUG voting eligibility requirements), tabulating and communicating the election results to the Board and membership. At no time will anyone, other than the OAUG Geo/SIG Manager, have access to the returned ballots/votes. All communications related to the elections between any Board member and the OAUG GEO/SIG Manager must copy all Board members.

The Call for Candidates will be sent to all qualified NCOAUG members in early November of each year. Nominations from the membership (along with biographies) for open positions on the Board of Directors shall be submitted and ballots will be issued to all eligible voting members by the end of November. Winners will be announced by the

end of December. January and February will serve as a transition period for incoming Directors, to ensure continuity and a successful transition. Until an election is complete and winners are announced, the previous Board members retain their responsibilities and voting rights.

In the event of a tie, the OAUG GEO/SIG Manager will notify the current Board members of the names of the tied candidates. Then, the Board will vote to break the tie. The OAUG GEO/SIG Manager will administer and tally this vote, as well. Once the winners are determined, the OAUG GEO/SIG Manager will provide an official communication announcing the election results, which will be broadcast to the membership by the Chair.

Voting Eligibility

Only OAUG members in good standing are eligible to vote. For company memberships, only the key contact at each company in the region has voting privileges. The region serves the following states: Michigan, Iowa, Illinois, Wisconsin, Minnesota, Ohio and Indiana. Employees of Oracle Corporation are not eligible to vote.

Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the user group, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the user group without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the user group to sign specific contracts, documents and instruments in writing.

Meeting of the Board of Directors

Meetings of the Board may be held at any time and place to be determined by the Board members provided that timely written notice of such meeting shall be given by appropriate means other than by mail, to each Director. There shall be at least two (2) meetings per year of the Board. Each Director is authorized to exercise one (1) vote. Three (3) Directors constitute a quorum.

If all the Directors of the user group consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by alternative means. Such means being conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

Bylaws Process

Changes to the bylaws must be submitted in writing to the Board of Directors for review. The Board may contact the individual for clarification of the motion. The Board will call for discussion and a vote on the change at the next scheduled conference and/or by mail or e-mail. The change will become effective upon a majority vote by the NCOAUG members who are also active OAUG members. The Board of Directors will be responsible for any interpretation of the bylaws to the membership.

ARTICLE III – Membership

Membership is open to anyone with an interest in Oracle Applications, with no dues for membership.