

New England Oracle Applications Users Group



(NEOAUG) BY-LAWS

Majority Vote of Membership Approved

Chapter 1. Organization Name

The name of the organization is the New England Oracle Applications Users Group (referred to in these By-Laws as "NEOAUG").

Chapter 2. Organization Purpose

General Purpose. The general purpose of the NEOAUG is to provide a regional forum for training, product evaluation and peer networking for Oracle Applications professionals across all industries and job functions.

Specific Purposes. Within the context of the general purpose stated above, NEOAUG shall: Facilitate communication and the exchange of information on products, services, and technical/functional issues related to Oracle Applications through meetings, conferences, and publications; provide an active voice and consolidated channel of communication to Oracle Corporation; coordinate and support educational training programs and events to promote the optimum benefit-in-use of Oracle Applications.

Affiliation. In furtherance of its purposes, the NEOAUG will conform to the requirements for, and maintain the status of, an officially affiliated Geographic Group of the Oracle Applications Users Group organization (referred to in these By-Laws as "OAUG").

Chapter 3. Membership

Membership Qualifications

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

Membership Term

Joining. A person meeting the qualifications of membership becomes an active individual member by attending a General Meeting of the NEOAUG, as a registered attendee and is noted on the attendance roster.

Chapter 4. Organization

General Membership

All currently active individual members constitute the general membership. There shall be a minimum of ten active individual members, as required by OAUG to maintain active status as an affiliated Geographic Group.

Board of Directors

New England OAUG will be led by a Board of seven (7) members, who will be elected by the general membership. The Board positions will serve for a term of three years. The Board will together elect all positions: Chair, Vice Chair, Secretary, Treasurer, Marketing Coordinator, and all Liaisons.

To ensure continuity of the Board, only two to three seats will be open for election every year. And the following four positions must be filled yearly by the seated Board.

Start of elected term will be based on a calendar year.

Responsibilities of Board officers. In this section designating the duties of Board officers, the term responsibilities shall be interpreted to mean that the officer will be accountable to see to the performance of the duties listed, as mandated by the Board and in accordance with these By-Laws.

Chair The Chair will direct as oversight and leadership for the NEOAUG.

- Coordinate the activities of the Board and the activities of the user group overall
- Generate Board meeting agendas
- Ensures projects are running on time and successfully
- Preside over all scheduled Board meetings.
- Responsible for developing and implementing bylaws for the group in accordance with national, regional or state requirements
- Take on additional responsibilities and projects as needed and agreed upon by the Board and also delegates responsibilities as needed and agreed upon
- Coordinator of record for the OAUG
- Observance and practice of all OAUG policies and procedures, as defined in the OAUG By-Laws and as applicable to NEOAUG activities

Co-Chair The Co-Chair will serve as back up to the Chair covering all activities of the Chair in their absence.

- Preside over any scheduled meetings in the absence of the Chair
- May backfill any other position as needed and agreed upon by the Board

Secretary. The Secretary is responsible for the management and maintenance of membership lists and sponsor/exhibitor lists and is responsible for implementing measures to protect the confidentiality of this information.

- Recording and documenting information discussed and decided upon at all meetings
- Publishing meeting and agenda minutes
- Managing the action item list as agreed upon by the Board
- Maintaining all other documents
- Responsible for implementing measures to protect the confidentiality of this intellectual information or properties of the group, such as membership lists or contact information of its members

Treasurer. Is responsible for:

- Shall authorize payments submitted by the Conference Planner.
- Manage the receipt, maintenance, and disbursement of all funds of the group
- May appoint one or more Assistant Treasurers, subject to Board approval, to
- Provide periodic, event and annual budgets, and financial reports deemed necessary by the Board
- 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.
- Ensure that all financial transactions are transparent to all Board members

Marketing Coordinator. Is responsible for:

- Developing and managing the NEOAUG brand
- Managing the group's social media and public relations accounts for the group and all group activities
- Craft messages and develop a brand for the organization and for the events
- Manage all social media campaigns
- Manage and maintain the website, domain, and email delivery
- Ensures all updates to the site are performed in a timely manner
- Managing all communication templates
- Reporting on statistics of website and social media etc.

- May appoint help as needed to help fulfill certain projects as agreed upon by the Board

Vendor/Sponsor Coordinator/Liaison. Is responsible for:

- Working with vendors/exhibitors to advertise for sponsorship opportunities
- Manage exhibitor room information for events
- Manage paid speaking options
- Manage games or activities for events as it relates to vendors
- Managing the group's social media and public relations accounts for the group and all group activities
- Craft messages and develop a brand for the organization and for the events
- Manage all social media campaigns
- Manage and maintain the website, domain, and email delivery
- Ensures all updates to the site are performed in a timely manner
- May appoint help as needed to help fulfill certain projects as agreed upon by the Board

Board Member Policies and Contingencies

Board members serving on the NEOAUG Board of Directors must primarily service New England in their professional role

In the event of a vacancy on the Board by reason of death or resignation, said position shall be filled by appointment of the Chairperson for the balance of the term, and approved by the remaining Board.

Each Board member will be required to sign a Confidentiality Agreement. See **Exhibit A** to the By-Laws.

Any breach of the Confidentiality Agreement may provide grounds for dismissal from the Board

The Board will consist of the following: No more than 40% Consultants or Suppliers

Each Board Member will commit to participate in 65% of the meetings / conference calls and/ or Training Days. This could also include active participation at OAUG Collaborate or Oracle Open World Geo meetings

Each member may not miss more than two meetings/conference calls/training days in a row. If more than three have been missed in a row, the Board may choose to remove and replace the said Board member

Each member will be fully responsible for upholding the OAUG rules.

No more than one person from any organization at a time elected to the Board

All Board members are required to disclose all conflicts of interest to the rest of the Board

Any Board member may be removed by a vote of the Board if all members feel as though the Board member in question is not fulfilling duties assigned to his/her role

Conduct of Board business

Board business. Board business shall include (1) all decisions required by the responsibilities of the Board, as provided in these By-Laws; (2) all Board decisions, selections, and elections, as provided for elsewhere in these By-Laws; and (3) any other matters designated as Board business in these By-Laws.

Formal meetings. All Board business shall be conducted in a formal meeting, which is (1) called by the Chairperson or by a majority of Board officers when Chairperson is unavailable to schedule a meeting; and (2) attended by a quorum, consisting of more than half of the currently serving Board officers.

Presiding officer. The presiding officer at Board meetings shall be the Chairperson. In the absence of Chairperson, the attending Board officers shall select a presiding officer to serve in the interim.

Rules of conduct. Board meetings shall be conducted according to the generally accepted rules of order, except as may be provided otherwise by these By-Laws and also the rules and procedure in Exhibit B.

Voting. All decisions of the Board shall be by formal vote, with a quorum of more than half of the Board members presiding. A vote in favor, by a majority of Board members present and voting, shall be required for passage, except as may be provided otherwise by these By-Laws.

Qualifications for, and restrictions on, holding office

The Board members must be active members of NEOAUG and the OAUG at time of election.

The following qualifications for selection of the Board are strongly encouraged:

- Has a working knowledge of Oracle Applications, the user community in New England, and the needs thereof
- Have a basic understanding of OAUG and its goals, objectives, policies, and procedures.
- Has a basic knowledge of or experience working with volunteer membership organizations. The Board members may not be Oracle employees during his or her term of office.

Chapter 5. General Meetings

OAUG affiliation requirements. Other provisions of these By-Laws notwithstanding, NEOAUG shall hold at least two General Meetings, attended by at least 10 members, in each calendar year, as required by OAUG to maintain active status as an affiliated Geographic Group.

Regular meetings. NEOAUG shall hold a minimum of two General Meetings each year, one in each of the calendar halves, as follows: Spring/Summer half (March through August); Fall/Winter half (September through February).

The time and place of regular General Meetings shall be decided by the Board, in time for notice of the meeting in accordance with these By-Laws.

Special meetings. The time and place of other General Meetings may be selected (1) as an item of Organization business; or (2) by the Board.

Notice. Notice of General Meetings shall be sent by e-mail to all active individual members no later than 21 calendar days prior to the scheduled meeting, and may be disseminated by other available means, such as announcement through OAUG publications, sponsor publications and posting on the NEOAUG web site.

Restricted to General Meetings. All Organization business shall be conducted at General Meetings, on the Organization business agenda.

Standing agenda. The agenda for every General Meeting shall include an agenda for items of Organization business. The Organization business agenda shall include all items of Organization business, as provided for elsewhere in these By-Laws, and any other items placed on the agenda by the general membership. All items placed on the Organization business agenda shall be in accordance with these By-Laws.

Participation rights. All active individual members shall have the right to participate in all decisions related to items on the Organization business agenda.

Rules of conduct. Business on the Organization business agenda shall be conducted according to the generally accepted rules of order, except as may be provided otherwise by these By-Laws.

Voting. In all votes on Organization business agenda items, a favorable vote by a majority of active individual members present and voting shall be required for passage, except as may be provided otherwise by these By-Laws.

Term means June spring meeting

Chapter 6. Bylaws

The process for amending the bylaws is as follows. A proposal will be submitted to the board and will require a majority Board vote. If approved, it will then require ratification of the general membership.

NEOAUG

Exhibit A to Bylaws

Exhibit A – Confidentiality Agreement

New England Oracle Applications Users Group (NEOAUG) Board Member Confidentiality Agreement

The New England OAUG Board Member listed below will not at any time, in any fashion, form, or manner, either directly or indirectly divulge, disclose, or communicate to any person, firm, or corporation in any manner whatsoever any information of any kind, nature, or description concerning the New England OAUG attendee rolls. Communicating or supplying this information to exhibiting vendors and Oracle Corporation is acceptable if the attendee has opted in.

I have read and understand the New England OAUG By-Laws.

New England OAUG Board Member

Name:

Signature:

Date: