

# **Gateway Oracle Applications Users Group (GOAUG) Bylaws**

## **ARTICLE I – Purpose**

Gateway Oracle Applications User Group (GOAUG) is a non-profit organization serving a two state region including Missouri and Kansas. It was founded in the year 2000 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 their partners with supporting products and services to the user community.
- Maintain an alliance partnership with Oracle Application User Group (OAUG) for users in the Gateway region.
- Adhere to the guidelines and principles of the OAUG. (See website at OAUG.org)
- Provide training day events that are low cost or no cost to the attendees.

## **ARTICLE II – Organization**

### **Board Members**

GOAUG will be led by a Board of five (5) members, who will be elected by the general membership. The Board Members 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 Members will serve as the administrative body for the organization. It will consist of the officers of the organization which include the GEO President, Regional Secretary, Treasurer, OAUG Liaison, and Event Coordinator. The Board Members shall be elected annually for one year terms by a majority vote of the Board Members 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 a Board Member may hold his or her position.

Individuals are elected to the Board, not the companies they work for. Furthermore, there cannot be more than one (1) active Board Member from any given company at any given time. (See Vacancies of Board Members section for exception rules).

Board Members 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 Board Member is expected to resign from the position.

In addition, when a Board Member is a member of the OAUG through their company membership and are terminated there will be a 90 day transition period from their final work day. The Board Member has three (3) options:

- Join the OAUG as an individual member.
- Resign their Board Member position.
- Obtain a position with a company that has a current OAUG membership.

### **Board Candidate Eligibility**

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

### **Board Member Positions**

GOAUG President: The President will direct and serve to coordinate the activities of the Board Members and the activities of the user group overall. The President will generate Board meeting agendas and will preside over all scheduled meetings. The President is responsible for developing and implementing bylaws for the group in accordance with national, regional, and/or state requirements. The President will also serve as the facilitator of the GOAUG meetings at conferences or delegate this role to another Board Member if the President cannot attend.

GOAUG Regional Secretary: The Regional Secretary is responsible for coordinating GOAUG marketing activities such as the Executive Lunch & Learn series in the Kansas City area. The Regional Secretary is responsible for maintaining the membership and sponsor/exhibitor lists and for implementing measures to protect the confidentiality of this information. The Regional Secretary shall record the meeting minutes at all Board meetings and distribute it to all Board Members. The Regional Secretary will preside over any regular (non-conference) scheduled meetings in the absence of the President.

GOAUG Treasurer: The Treasurer is responsible for the receipt, maintenance, and disbursement of all funds of the group. At minimum the Treasurer and the President names must appear on any bank account established by GOAUG. The Treasurer will provide periodic event and annual budgets, financial reports deemed necessary by the Board Members, and will provide the OAUG Liaison with any reports required to submit to 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.

GOAUG Partner Liaison: The Partner Liaison will function as the intermediary between GOAUG 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 Partner Liaison for one GEO (Geographical) or SIG (Special Interest Group). In order to keep GOAUG's affiliation with the OAUG in good standing, the Partner Liaison will:

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

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

- Investigating potential sites for events and soliciting proposals for Board Member consideration.
- Upon Board Member 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 GOAUG website.

## **Board Member Removal**

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

A Board Member may be removed from the Board by a unanimous resolution of the other four (4) Board Members.

## **Vacancies of the Board Members**

Upon vacancy of an office for other than end of term, the Board may elect at its discretion to fill a vacant Board Member 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, then there are two options. The first option is that an existing Board Member may assume the additional duties of another open seat to help out or secondly, the Board may appoint another trusted person from the same company to assist until a replacement for the open seat can be found. In other words, the Board at its discretion can appoint any OAUG Member to the open seat or can opt to leave the seat vacant until the next election.

## **Non-Board Member Positions**

The Non-Officer positions shall be appointed annually by a majority vote of the Board Members 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 has or have the responsibilities associated with the focus of the geographic area associated with GOAUG and is interested in the topics addressed by the group. The Liaison(s) will act as a resource to GOAUG 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 two (2) states GOAUG serves. Typically this person will serve as long as Oracle management permits or until the group requests a change.

Webmaster: Responsible for maintaining the GOAUG 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 ballots, verifying validity of ballots received (based on GOAUG voting eligibility requirements), tabulating the ballots, 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 GOAUG members in early November of each year. Nominations from the membership, for open Board Member positions, along with biographies, 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 Board Members 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. The Board will then 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 GOAUG President.

## **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: Missouri and Kansas. Employees of Oracle Corporation are not eligible to vote.

## **Execution of Documents**

Contracts, documents, or any instruments in writing requiring the signature of the GOAUG shall be signed by any two Board Members. All contracts, documents, and instruments in writing so signed shall be binding upon the GOAUG without any further authorization or formality. The Board Members shall have power from time to time by resolution to appoint another Board Member or Board Members on behalf of the GOAUG to sign specific contracts, documents, and instruments in writing.

## **Meeting of the Board Members**

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 member. There shall be at least two (2) meetings per year of the Board. Each Board Member is authorized to exercise one (1) vote. Three (3) Board Members constitute a quorum.

If all the Board Members of GOAUG consent and agree upon a particular meeting, a member may participate in a meeting of the Board or of a committee of the Board by alternative means such as conference, telephone, or other communications. All persons participating in the meeting must be able to hear each other, and a Board Member participating in such a meeting by alternate means is deemed to be present at the meeting.

## **Bylaws Process**

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