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CHAPTER 1. NAME

1.1 **Name.** The name of the corporation is Oracle Applications Users Group, Inc., which may be abbreviated OAUG.

1.2 Definition.

1.2.1 OAUG is an internationally active organization representing and promoting the collective interests of member users and prospective users of the business software applications marketed by Oracle Corporation, together with the interests of member consultants and vendors whose bona fide business activities are associated with the successful use of Oracle's Applications Products (OAPs).

1.2.2 OAUG is a Nonprofit Corporation, incorporated as such under the laws of the State of Georgia; but having a membership comprising eligible natural or legal persons, or groups of such persons, drawn from a worldwide constituency.

CHAPTER 2. PURPOSE

2.1 Purposes.

(a) **General Purposes.** The general purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the Georgia Nonprofit Corporation Code.

(b) **Specific Purposes.** Within the context of the general purpose stated above, the corporation shall:

- (i) Facilitate communication and the exchange of information worldwide on products, services and technical issues related to the Oracle Applications Products; (OAPs)
- (ii) Provide an active voice and consolidated channel of communication of the users of the OAPs in expressing needs, requirements, concerns and suggestions to Oracle Corporation;
- (iii) Facilitate the uses and applications of the OAPs throughout the membership;
- (iv) Coordinate and assist educational endeavors through organized meetings and the dissemination of books, articles, papers, etc., pertaining to technical and non-technical information affecting the use of the OAPs;

- (v) Allow a channel of communication from Oracle Corporation to the users of its applications products to disseminate information, plans and intentions on the Oracle products and of Oracle Corporation; and
- (vi) Coordinate the purposes and actions of the corporation with the actions of affiliated Geographic and Special Interest Groups and create a forum where the activities and concerns of the regional and special interest groups can be communicated to the membership of the corporation and other regional chapters of the corporation.

CHAPTER 3. OFFICES

3.1 **Principal office.** The principal office for the transaction of the activities, affairs and business of the corporation (principal office) shall be located in Fulton County, Georgia. The board of directors (“Board”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

3.2 **Other Offices.** The Board may also from time to time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

CHAPTER 4. ORGANIZATION

4.1 **Structure.** OAUG shall be made up of its members.

4.2 **OAUG Geographic and Special Interest Groups.** OAUG Geographic and Special Interest Groups may be established within a geographic area or for an area of special interest. The primary purpose of these groups is equivalent to the OAUG, within a geographic area or area of special interest.

(a) **Types.** The types of OAUG Geographic and Special Interest Groups include but are not limited to:

- (i) Groups within a geographic area which may be a city, state or province, country, group of countries, or similar logical geographic territory; and
- (ii) Groups having a common interest in a subject area directly related to OAPs.

(b) **Purposes.** The purposes of each OAUG Geographic and Special Interest Group are to:

- (i) Exchange information on OAPs;
- (ii) Optionally assist OAUG, if requested to do so, with definition and prioritization of enhancement requests for Oracle Corporation;

- (iii) Facilitate the uses and applications of the OAPs throughout the membership;
 - (iv) Organize educational meetings and disseminate information through other channels such as newsletters on the use of OAPs; and
 - (v) Serve as a channel of communication from Oracle Corporation to the users of its applications products to disseminate information, plans and intentions on the Oracle products and of Oracle Corporation.
- (c) Certification. Each OAUG Geographic and Special Interest Group must communicate its intention to establish a group. All Groups must indicate their intention to re-affiliate with the OAUG annually and to adhere to OAUG's Geo/ SIG policies.
- (d) Bylaws. Each OAUG Geographic and Special Interest Group that is formed may prepare a set of written bylaws providing for:
- (i) Purpose, which shall be similar to OAUG.
 - (ii) Members, which shall be similar to OAUG and may include licensed users of the Oracle Applications, prospective users evaluating the OAPs, consultants and vendors of products complementary to the OAPs. Any OAUG member shall be eligible to join the group.
 - (iii) Management of the group, which shall include the following:
 - (1) A coordinator, who shall be responsible for coordinating activities of the group and shall serve as a key contact for OAUG;
 - (2) A treasurer, if the group charges dues to members. This individual shall be responsible for all financial matters within the group;
 - (3) Optional enhancement representative(s), who shall be responsible for soliciting enhancement requests from the group, for facilitating the incorporation of such requests into the OAUG enhancement process and for disseminating information from the OAUG to the OAUG Geographic and Special Interest Group.
 - (iv) Optional dues. OAUG Geographic and Special Interest Groups may establish dues for members of the group (separate from and in addition to dues for membership in OAUG), provided that the revenue generated from such dues is used for the benefit of all members.
 - (v) Legal status, which shall be separate and distinct from OAUG from a tax and legal standpoint. The OAUG Geographic and Special Interest Groups shall have their own tax identification numbers, if any.

4.3 **Affiliated Groups.** Affiliated Groups are those whose scope includes the use of other complementary products outside of the OAUG charter. An Affiliated Group is typically a geographic or special interest group directly associated with a wholly different users group.

- (a) Types. The types of Affiliated Groups include but are not limited to:
 - (i) Groups within a geographic area which may be a city, state or province, country, group of countries, or similar logical geographic territory; and
 - (ii) Groups having a common interest in a particular subject area.

Examples of Affiliated Groups are regional, local and special interest groups of the International Oracle Users Group - Americas and the European Oracle Users Group.

(b) Purposes. The purposes of each Affiliated Group are relevant to users of the Oracle Applications but are not the same as OAUG or OAUG Geographic and Special Interest Groups. The primary purpose of Affiliated Groups relates to the use of products other than the OAPs.

(c) Verification. Each Affiliated Group must notify OAUG in writing of its intention to affiliate with OAUG. A member of the OAUG Board of Directors must verify that the Affiliated Group is a bona fide users group and is appropriate for affiliation with OAUG.

(d) Bylaws. There will be no specific requirements for bylaws for Affiliated Groups as they are deemed to be managed by another organization. However, each Affiliated Group must be legally separate and distinct from OAUG from a tax and legal standpoint. The Affiliated Groups shall have their own tax identification numbers, if any.

CHAPTER 5. MEMBERS

5.1 Qualifications and Rights of Members

(a) Classes and Qualifications. This corporation shall have two (2) classes of members, designated as User Class Members and Associate Class Members. The User Class consists of those organizations which, as bona fide licensed users of OAPs, have implemented or are in the process of implementing one or more OAPs routinely to manage the live business processes of their enterprise. The Associate Class consists of those organizations which have a primary business interest in one or more of the following activities, insofar as these are directly associated with the OAPs: a) the provision of consulting or related services (Consultants); b) the development and/ or sale of software products (Software Vendors); c) the manufacture and/ or sale of hardware products (Hardware Vendors); d) the evaluation of OAPs for routine use in the management of its internal business processes (Prospective Users). Apart from their eligibility as User Members, a Consultant, Hardware Vendor, or Software Vendor may also

choose to join OAUG as an Associate Member, in order to take advantage of membership programs which may from time to time be offered exclusively to this category of membership. Generally an organization may remain as a Prospective User member for up to one year. The Membership Committee shall approve all compound memberships and exceptions to the one year limit. In the event of uncertainty regarding a new member's class, the Membership Committee shall assign to the new member the class it deems most appropriate. Members of either of these classes shall be eligible for membership in the corporation on approval of a membership application by the Membership Committee and the timely payment of such dues and fees as the Board may fix from time to time.

(b) Voting Rights. All members in good standing shall have the right to vote on the election of directors and shall vote as a single class. In addition, except as may be otherwise provided in these bylaws, members shall have all voting rights afforded to members under the Georgia Nonprofit Corporation Code.

(c) Dues and Fees. Each member must pay, within the time and on the conditions set by the Board, the membership dues and/ or fees. Such dues and fees need not be equal for all members, and the Board in its sole discretion may approve different dues and fees for certain members based on objective criteria.

(d) Term. Memberships shall be for such a term, and shall expire, as determined by the Board; provided that the Board cannot change the term of an outstanding membership prior to its expiration except as provided in these bylaws.

(e) Good Standing. Those members who have paid the required dues and/ or fees in accordance with these bylaws and who are not suspended shall be members in good standing.

(f) Causes of Termination. A membership shall terminate on the occurrence of any of the following events:

(i) resignation of the member, on reasonable and written notice to the corporation;

(ii) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;

(iii) failure of the member to pay dues or fees as set by the Board within 60 days after they become due and payable;

(iv) occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(v) expulsion of the member under these bylaws.

(g) **Transfer of Membership.** A membership in the corporation is personal to the member and is not transferable, either voluntarily or by operation of law, provided that a membership may be transferred by a member to any affiliate or successor entity of such member, as long as such affiliate or successor entity meets the appropriate qualifications for membership.

(h) **Non-liability of Members.** A member of the corporation shall not, solely because of such membership, be personally liable for the debts, obligations or liabilities of the corporation.

(i) **Resignation of Member.** A member may resign from membership at any time upon furnishing written notice to the Membership Committee chairperson of the corporation. Unless otherwise authorized by the Board, resignation shall not relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered, dues or fees, or arising from contract or otherwise, and shall not diminish any right of the corporation to enforce any such obligation or obtain damages for its breach.

(j) **Expulsion and Suspension.**

(i) **Grounds.** A member may be expelled from membership, or a membership may be suspended, based on a good faith determination that the member has failed in a material degree to observe the corporation's rules of conduct, or has engaged in conduct materially prejudicial to the purposes and interests of the corporation. A member whose membership is suspended shall not be a member during the period of suspension.

(ii) **Authority to Expel.** Expulsions or suspensions may be proposed by the Membership Committee. Approval of any expulsion or suspension must be by the affirmative vote of at least 75 percent of the Board, and the Board may not delegate this authority to a committee, officer or other body.

(iii) **Procedure.** The Membership Committee shall provide written notice of the proposed expulsion or suspension to the Board, which shall schedule a special meeting to consider the matter. This meeting must occur not less than 15 days after the mailing of notice to the member as described herein. Written notice of the proposed expulsion or suspension, together with a statement of the reasons therefore, a statement of the date of the special meeting to consider the proposed expulsion or suspension and a copy of this section of the bylaws shall be sent by first-class mail to the member's last address on the records of the corporation. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The Board shall decide whether or not the member shall be expelled, suspended or sanctioned in some other way. The decision of the Board shall be final. Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination.

5.2 Meetings of Members.

(a) **Place of Meetings.** Meetings of members shall be held at any place within or outside Georgia designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In addition, meetings of Geographic or Special Interest Group members shall take place at such time and place as determined by the Geographic or Special Interest Group.

(b) **Annual Meeting.** An annual meeting of all members shall be held at such time and place as the Board may designate by resolution.

(c) **Special Meetings of Members.** Special meetings of members may be called by the Board or by the president, or by five percent (5 percent) or more of the members. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board. No business, other than business of the general nature set forth in the notice of the meeting, may be transacted at a special meeting.

5.3 Notice of Meetings of Members.

(a) **Time for Notice; Contents.** Whenever members are required or permitted to take any action at a meeting, a notice of the meeting shall be delivered via mail or email not less than 10 nor more than 90 days before the date of the meeting to each member who, on the Record Date (as defined in Section 5.6) for notice of the meeting, is entitled to vote thereat. Such notice shall state the place, date and hour of the meeting and: (i) in the case of a special meeting, the general nature of business to be transacted, and that no other business may be transacted; or (ii) for the annual meeting, those matters that the Board, at the time of the delivery of the notice, intends to present for action by the members, but, except as provided in these bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which the directors are to be elected shall include the names of all persons who are nominees when notice is given.

(b) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(i) removing a director without cause;

(ii) filling vacancies on the board;

(iii) amending the Articles of Incorporation;

(iv) approving a contract or transaction between the corporation and any entity in which a director has a material financial interest;

(v) electing to wind up and dissolve the corporation; or

(vi) if the corporation has more than one class of membership, approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or bylaws, when the corporation is in the process of winding up.

(c) Manner of Giving Notice. Notice of a members' meeting or any ballot or report shall be given personally or by first-class mail or other means of written communication, charges prepaid, addressed to the member at the address (mail or email) of such member appearing on the books of the corporation or given by the member to the corporation for purpose of notice. If no such address appears or is given, notice shall be deemed to be given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication to the place where the principal office of the corporation is located or (2) notice is published at least once in a newspaper of general circulation in the country in which the principal office is located. The notice, ballot, or report shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. An affidavit of giving of any notice, ballot or report in accordance with the provisions of this bylaw, may be executed by the Secretary or any Assistant Secretary, and if so executed, shall be filed and maintained in the corporation's minute book.

(d) No Forwarding Address. If any notice, ballot or report addressed to a member at the address of such member appearing on the books of the corporation is returned to the corporation by the United States or other national Postal Service market or email provider to indicate that the United States or such other national Postal Service or the member's email provider is unable to deliver the notice, ballot or report to the member at such address, all future notices, ballots or reports shall be deemed to have been duly given without further mailing if the same notice shall be available for the member upon written demand of the member at the principal office of the corporation for a period of one year from the date of the giving of the notice, ballot or report to all other members.

5.4 Action Without a Meeting.

(a) Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all the members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

(b) Voting by Ballot without a Meeting. Whenever the members are to vote on any matter that could be decided at any meeting of members, the members may, at the discretion of the Board, vote by written ballot, email, or web applet (method to be determined by the party (members or board) calling for the vote) without a meeting pursuant to this section of these bylaws, if the corporation distributed a ballot by mail or email, or provided access to the web applet to every member entitled to vote on the matter. A ballot or notice of web applet shall be delivered via mail or email to every member entitled to vote on the matter pursuant to paragraph (c) of Section 5.3 of these bylaws.

(c) Contents of Ballot. All solicitations of votes by ballot shall: (i) indicate the number of responses needed to meet the quorum requirement; (ii) state the percentage of approvals necessary to pass the measures or measures; and (iii) specify the time by which the ballot must be acted upon in order to be counted. Each ballot so distributed shall: (i) set forth the proposed action; (ii) provide the members an opportunity to specify approval or disapproval of each proposal; and (iii) provide a reasonable time in which to act upon the ballot to the corporation. In any election of directors, a ballot that a member marks “withhold” or otherwise marks in a manner indicating that authority to vote is withheld shall not be voted either for or against the election of a director.

(d) Required Votes. A ballot cast by a member shall be valid only when it conforms to the rules with which it was distributed, generally: that it is acted upon within the designated period of time and that only one vote is cast and counted per member. The action by ballot shall be valid only when the following conditions are met:

(i) Members are offered the opportunity to “withhold” or otherwise indicate that authority to vote is withheld

(ii) Such withheld votes are included in the count of total voting returns

(iii) The number of valid votes cast by ballot, both withheld and completed, equals or exceeds the quorum of members required to be present in a meeting authorizing the action in question

(iv) The number of approvals equals or exceeds the number of votes required to approve the action by members present at an actual meeting held for the purpose of such an election.

(e) Revocation. A ballot may not be revoked.

(f) Filing. All ballots shall be counted by a party or parties independent of OAUG and its officers and directors, and shall be certified by at least one director and the results filed with the Secretary of the Corporation and maintained in the corporate records for at least three years.

5.5 Waiver of Notice or Consent by Absent Members in the Event of Insufficient Notice of Intent to Meet. In the event that regular call and notice has not been issued prior to a meeting of members held for the transaction of business, the meeting shall be considered valid as long as: (i) a quorum is present either in person or by proxy, and (ii) either before or after the meeting, each member entitled to vote who was not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members.

5.6 Record Date.

(a) Record Date Determined by Board. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed: (i) for notice of a meeting shall not be more than 90 nor less than 10 days before the date of the meeting; (ii) for voting at a meeting shall not be more than 60 days before the day of the meeting; (iii) for voting by ballot shall not be more than 60 days before the day on which the first ballot is made accessible and (iv) for any other action shall not be more than 60 days before the action.

(b) Record Date Not Determined by Board. If not otherwise fixed by the Board, the record date for determining members entitled (i) to receive notice of a meeting of members or any other action shall be the business day preceding the day on which notice is given or, if notice is waived, the business day preceding the day on which the meeting is held; and (ii) to vote at the meeting shall be the day on which the meeting is held.

(c) Record Date for Action by Ballot. If not otherwise fixed by the Board, the record date for determining members entitled to vote by ballot shall be the day on which the first ballot is made accessible or solicited.

(d) Record Date for Other Actions. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful

action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of any action, whichever is later.

(e) **Members of Record.** For purposes of Section 5.6 of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

5.7 **Proxies.**

(a) **Right of Members.** Each person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the member or the member's attorney-in-fact.

(b) **Form of Solicited Proxies.** Any form of proxy distributed to 10 or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy that a member marks "withhold," or marks otherwise in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

(c) **Requirement that General Nature of Subject of Proxy be Stated.** Any revocable proxy covering matters for which a vote of the members is required, including amendments to the articles of incorporation; amendments to the articles or bylaws changing proxy rights; removal of directors without cause; filling vacancies on the board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets unless the transaction is in the usually and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the corporation; contracts or transactions between the corporation and one or more directors or between the corporation and an entity in which the director has a material financial interest; or a plan of distribution of assets other than money to members when the corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on.

(d) **Revocability.** A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until (a) revoked by the member executing it before the vote is cast under that proxy, (i) by a writing delivered to the corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by the member's personal attendance and voting at the meeting, or (b) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted; provided, however, that no

proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the Georgia Nonprofit Corporation Code.

5.8 Quorum for Meetings of Members.

(a) **Quorum.** Ten percent (10 percent) of the total number of members entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business at a meeting of members. Provided, however, that if any regular or annual meeting is actually attended in person or by proxy by less than one-third (1/ 3) of the voting power, the only matters on which a vote may be taken are those for which the required notice was given in accordance with Section 5.3(a) of these bylaws.

(b) **Act of the Members.** If a quorum is present, the affirmative vote of a majority of the members represented at the meeting, entitled to vote and voting on any matter shall be the act of the members.

(c) **Action After Withdrawal of Quorum.** The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

(d) **Adjournment.** Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members represented at the meeting, either in person or by proxy. No meeting shall be adjourned for more than 45 days.

5.9 Adjournment Meeting of Members. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date or date of notice of the meeting, is entitled to vote at the meeting.

5.10 Inspection Rights of Members. The right of a member to inspect records of the corporation shall be as prescribed by applicable provisions of the Georgia Nonprofit Corporation Code.

CHAPTER 6. BOARD OF DIRECTORS

6.1 Powers.

(a) **General Powers.** Subject to the provisions and limitations of the Georgia Nonprofit Corporation Code and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws of the corporation regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be executed, by or under the direction of the Board of Directors.

(b) **Specific Powers.** Without limiting the general powers of the Board set forth herein but subject to the same limitations, the Board shall have the power to:

(i) Appoint and remove at the pleasure of the Board all the officers, agents and employees of the corporation; prescribe powers and duties for them that are consistent with the law, with the articles of incorporation, and with these bylaws; and fix their compensations;

(ii) Change the principal office in Georgia from one location to another; cause the corporation to be qualified to conduct its activities anywhere else; conduct its activities within or outside Georgia; and designate any place within or outside Georgia for holding any meeting of members;

(iii) Develop and execute organization policy;

(iv) Approve the budget of the corporation and optionally designate an independent certified public accounting firm to audit the corporation's financial records;

(v) Establish all dues and fees for the corporation;

(vi) Approve the use of the corporation's name in whole or in part, by individuals or other organizations;

(vii) Interpret and implement decisions by the members; and

(viii) Provide leadership, guidance and management as needed, for the purpose of achieving the purposes and goals of the corporation.

6.2 Number of Directors.

(a) **Authorized Number.** The authorized number of directors of the corporation shall be not less than five (5) and not more than fifty (50). The exact number of authorized directors within the range stated in the previous sentence shall be fixed and may from time to time be changed by a resolution adopted by the Board of Directors. The current authorized number of directors is seventeen (17), except that there may be one additional director if there

are no vacancies and a past president is elected by the board. No more than one representative from each member corporation or other business entity may serve as a director at one time.

(b) Maximum number from membership classes. Directors representing Associate class members may not make up more than twenty-five percent (25 percent) of the board at the time of the election, except if there are too few director candidates representing User class members to fill seventy-five percent (75 percent) of the director positions on the Board. The only limitation on the number of directors from the User class is the current authorized number of directors.

6.3 Qualification, Term and Election of Directors.

(a) Term. Except as otherwise provided herein, directors are elected for a term of at least two (2) years, which will begin on January 1. Each year, the term for all newly elected Board members in excess of **50% of the authorized number of directors** will be one (1) year. The determination of the one (1) and two (2) year board terms will be at the discretion of each of the newly elected Board members and will be chosen by them in order of the number of votes received in the election. Unless earlier removed or resigned from office, each elected Director shall hold office until the expiration of the term for which elected or until a successor has been elected and qualified.

(b) Election. One half of the total number of authorized Directors shall be elected at each annual meeting of members; however, if any such directors are not so elected, they may be elected at any special members' meeting held for that purpose or by ballot. Each Director, including a Director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. (a) Qualifications. Except as otherwise provided in this paragraph (a), no person shall be eligible to serve as a director of the corporation unless such person: (i) represents a member in good standing of the corporation prior to his/ her election to the Board; and (ii) represents a member in good standing of the corporation during his/ her term of office as a director. If a person elected as a director changes affiliation from one member to another member during the term of office, that person shall remain in office, unless that person resigns or is removed pursuant to the provisions of these bylaws.

(c) Vacancies. Except for a vacancy created by the removal of a director by the members, a vacancy or vacancies occurring on the Board of directors may be filled by a majority of the Board of Directors then in office, whether or not less than a quorum, until the next annual election. The members may fill any such vacancy or vacancies not filled by the Board. Vacancies in the Board of Directors occurring by reason of the removal of a director by the members shall be filled by vote of the members.

(d) Non-Voting Member of the Board. Provided there are no vacancies on the Board, the Board may, at their discretion, appoint for a term of one (1) year, additional non-

voting member(s) to the Board, to represent each of the major geographical regions, industries, and/ or product lines. These non-voting board members will enjoy all of the rights of voting board members, except for the right to vote.

6.4 Nomination Procedure; Election of Directors.

(a) Nominations. The method and time of establishing nominations for election of directors shall be determined by the Board of Directors, unless otherwise directed by a majority of the members.

(b) Vote Required to Elect Directors. Each member of the corporation shall be allocated one or more votes, equal to the number of director positions being filled in a given election. The eligible candidates for director who receive the highest number of votes from the members shall be elected as directors for each position being filled in a given election, unless such election shall cause the maximum percentage of directors from a membership class to be exceeded and additional candidates for director from other membership classes have not yet been elected. In the event that there is a tie in the number of votes cast in favor of two or more candidates for the office of director such that it cannot be determined which of the candidates have been elected to such office, then, as promptly as possible following the election, the incumbent board shall appoint directors from such tied candidates. In any case, resolution of the ties must be completed within forty-five (45) days of the announcement of the original election results.

6.5 Resignation and Removal of Directors.

(a) Resignation: Any director of the corporation may resign upon giving written notice to the president, the secretary, or the Board of Directors of the corporation. Upon the receipt of any resignation from a director, the Board of Directors will vote at the next available Board meeting whether the vacancy should be filled or left vacant until the next annual election. A successor may be elected by a majority of the Board of Directors in office when the vacancy becomes effective.

(b) Removal for Cause. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or based on a good faith determination, has failed in a material degree, to observe the corporation's rules of conduct or has engaged in conduct materially prejudicial to the purposes and interests of the corporation. The removal of a director for failing to observe the corporation's rules of conduct, or for conduct materially prejudicial to the purposes and interests of the corporation must be by the affirmative vote of at least 75 percent of the Board members. The Board may not delegate this authority to a committee, officer, or other body.

(c) Removal without Cause. Any director may be removed from office by the vote of a majority of the members of the corporation.

(d) Reduction of Authorized Number. Any reduction of the authorized number of directors does not remove any director prior to the expiration of such director's term of office.

(e) Deemed Resignation. Any director whose class of membership changes from User to Associate, must resign effective with the calendar year end in which the membership change happened.

6.6 Meetings of the Board of Directors.

(a) Place of Meetings. Meetings of the Board of Directors shall be held at any place within or without the State of Georgia that has been designated by resolution of the Board or in the notice of the meeting, or, if not so designated, at the principal office of the corporation.

(b) Meetings by Telephone. Any meeting of the Board may be held by conference telephone or similar communications equipment, as long as all directors participating in the meeting can hear one another. All such participating directors shall be deemed to be present in person at such meeting.

(c) Annual Meetings. The Board shall hold a minimum of four board meetings in each calendar year. At a January meeting, the Board shall handle such subjects as organization, election of officers and the transaction of other business. Notice of these meetings is not required. There will be two face-to-face meetings scheduled yearly.

(d) Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as the Board may fix from time to time.

(e) Special Meetings. A special meeting of the Board of Directors for any purpose may be called at any time by the president, or any vice president or any secretary or any two directors.

(f) Notice of Special Meetings. Notice of the time and place of special meetings of the Board shall be given to each director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (iv) by telegram, charges prepaid, or (v) by electronic mail, or (vi) by fax. All such notices shall be given or sent to the director's address or telephone or fax number as shown on the records of the corporation. Notices sent by first-class mail shall be deposited in the U.S. or other national mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned or given to the telegraph company at least eight forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. The notice of a meeting need not specify the purpose of the meeting.

(g) **Waiver of Notice.** Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consent and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(h) **Quorum; Required Vote.** A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to certain more stringent provisions of the Georgia Nonprofit Corporation Code, including, without limitation, those provisions relating to: (i) creation of and appointments to committees of the Board. (ii) approval of contracts or transactions between the corporation and one or more directors or between the corporation and any entity in which a director has a material financial interest; and (iii) indemnification of directors. A meeting at which a quorum of the Board is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the directors who were not present at the time of adjournment.

6.7 Action without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as any other validly approved action of the Board.

6.8 Committees.

(a) **In General.** Committees are two kinds, those with legal authority to act for the corporation (“Legal Committees”) and advisory and technical committees (“Committees”). Legal Committees are provided for in paragraph (b) below and Advisory and Technical Committees in paragraph (c) below. All committees shall operate within such budgetary guidelines and constraints as shall be established by the Board.

(b) **Legal Committees.** The first and only Legal Committee shall be the Executive Committee, consisting of the president, past president if any, executive vice president, secretary, treasurer (all of whom shall be directors) and any additional Board members appointed. Appointments to the Executive Committee of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members

of the Executive Committee, who may replace any absent member at any meeting. The Executive Committee shall have, to the extent provided by Board resolution, all the authority of the Board, except that, regardless of any Board resolution, the Executive Committee shall not have any authority with respect to the:

- (i) approval of any action that pursuant to Georgia law also requires member approval;
- (ii) filling of vacancies on the Board or on the Executive Committee;
- (iii) fixing of compensation of the directors for serving on the Board or on any committee;
- (iv) amendment or repeal of bylaws or the adoption of new bylaws;
- (v) amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (vi) appointment of other committees of the Board or the members thereof.
- (vii) expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (viii) approval of any self-dealing transaction not permitted by the Georgia Nonprofit Corporation Code to be approved by a committee.

Meetings and actions of the Executive Committee of the Board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of such Executive Committee and the calling of special meetings of such Executive Committee may be determined either by Board resolution or, if there is none, by resolution of such Executive Committee of the Board. Minutes of each meeting of such Executive Committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of such Executive Committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, such Executive Committee may adopt such rules. See Executive Committee Charter attached as Exhibit A located at the end of the bylaws section.

(c) Advisory and Technical Committees. Advisory and Technical Committee membership may consist of: (i) directors only; (ii) directors and members of the corporation; (iii) directors and other persons; (iv) directors, members of the corporation and other persons; (v) members only; or (vi) other persons only. The chairs of all committees shall be nominated by the president and approved by the Board. Committees will be defined and approved by the Board of Directors. The following shall be recognized as standing Advisory and Technical Committees:

(i.) The Governance Committee, which shall be chaired by a voting member of the Board and composed entirely of Board members, shall be responsible for reviewing and maintaining bylaws and improving the functioning of the organization including credibility and financial stability by furthering good corporate governance practice.

(iii.) The Budget and Finance Committee, which shall be chaired by the treasurer and shall be responsible for the annual budget and any revisions for submission to the Board of Directors.

6.9 Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation. Such inspection by a director must be made in person and the right of inspection includes the right to copy and make extracts.

CHAPTER 7. OFFICERS

7.1 Officers and Duties.

(a) **Officers.** The officers of the corporation shall be a president, a past president if any, an executive vice-president, a secretary, and a treasurer. The corporation may also have, at the Board's discretion, more vice presidents, one or more assistant secretaries, one or more assistant treasurers and such other officers as may be appointed in accordance with these bylaws.

(b) **President.** The president shall be the chief executive officer and general manager of the corporation, and shall be elected from amongst the voting members of the Board of Directors. The president shall have general supervision, direction and control of the business and affairs of the corporation and of its officers, employees and agents, including the right to employ, discharge and prescribe the duties and compensation of all officers, employees and agents of the corporation, and to expend funds and enter into contracts on behalf of the corporation, except where such matters are prescribed in the bylaws or by the Board of Directors. The president shall preside at all meetings of the members and the Board of Directors. If the president is unavailable, the executive vice president shall preside at meetings. The president shall be an ex-officio member of any and all Legal and Advisory Committees. The president shall have such other powers and duties as the Board or bylaws may prescribe.

(c) **Past President.** The person to hold the office of past president may be elected by a simple majority of the board or by one third of the board with the president concurring. All

previous holders of the office of president of the OAUG are eligible, but it is intended that the most recent previous president available shall be elected. If the board elects a past president not otherwise on the board, the past president shall be added to the board without regard to the limits of board representation from membership classes or total number of directors. The past president shall serve on the Executive Committee. In the event that an acting president is needed, the past president shall serve only if all then current vice presidents decline.

(d) Vice President. Each vice president shall be elected from amongst the voting members of the Board of Directors, and shall perform, under the direction of the president, duties and responsibilities in the management of the corporation or in one or more particular areas of its management. One of such vice presidents shall be elected by the Board of Directors to be the executive vice president, and shall perform under the direction of the president such duties as shall be prescribed by the Board, the president or the bylaws. In the event of the disability of the president, the duties of the president shall be exercised by the executive vice president. The vice presidents shall have all such other powers and duties as the Board or bylaws may prescribe.

(e) Secretary. The secretary, who shall be elected from amongst the voting members of the Board of Directors, shall keep or cause to be kept a book of minutes of all meetings, proceedings and actions of the Board, of committees of the Board and of members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular or special, and if special, how authorized, the notice given, the names of those present at board and committee meetings, and the number of members present or represented at members' meetings. The secretary shall keep or cause to be kept a record of the corporation's members, showing each member's name, address and class of membership. The secretary shall give or cause to be given notice of all meetings of members, of the Board and of committees of the Board required by these bylaws to be given. The secretary shall sign in the name of the corporation, either alone or with one or more other officers, all documents authorized or required to be signed by the secretary. If the corporation has a corporate seal, the secretary shall keep the seal and shall affix the seal to membership certificates, if issued, and to other documents as appropriate or desired. The Board of Directors may appoint one or more assistant secretaries to perform, under the direction of the secretary, some or all the duties of the secretary. The secretary shall have all such other powers and duties as the Board or bylaws may prescribe.

(f) Treasurer. The treasurer, who shall be elected from amongst the voting members of the Board of Directors, shall be the chief financial officer of the corporation, and, where appropriate, may be designated by the alternate title "chief financial officer." The treasurer is responsible for the receipt, maintenance, and disbursement of all funds of the corporation and for the safekeeping of all securities of the corporation. The treasurer shall keep or cause to be kept books and records of account and records of all properties and transactions of the corporation. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required by law, by these bylaws or by the Board to be

given. The Board may appoint one or more assistant treasurers to perform, under the direction of the treasurer, some or all of the duties of the treasurer. The treasurer shall have all such other powers and duties as the Board or bylaws may prescribe.

(g) Other Officers. The Board may appoint and may authorize any officer to appoint, any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority and perform the duties specified in the bylaws or determined by the Board.

7.2 Appointment, Election and Removal of Officers.

(a) Generally. Each officer provided for in Section 7.1 of the bylaws shall be elected by the Board of Directors and shall serve for a term of one year which shall begin at 12:01 a.m. on the day following such election, until their successor is appointed or until their earlier resignation or removal. Other officers shall be appointed as prescribed in the resolution of the Board of Directors establishing the office. Each officer shall have the authority and perform the duties specified in the bylaws or determined by the Board.

(b) Removal. Any officer may be removed from office at any time by the Board of Directors, with or without prior notice and with or without cause. Any officer not elected by the Board of Directors may be removed from office at any time by the officer by whom appointed or by the Board of Directors, with or without cause or prior notice.

(c) Resignation. Any officer may resign at any time upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Such resignation is effective upon receipt of the written notice by the corporation unless the notice prescribes a later effective date or unless the notice prescribes a condition to the effectiveness of the resignation.

(d) Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any cause may be filled for the remainder of such officer's term by a vote of the majority of the Board of Directors.

7.3 Execution of Instruments.

(a) Authorized. Any and all instruments executed in the name of the corporation, including, but not limited to, contracts, agreements, purchase orders, notes, deeds, deeds of trust, mortgages, leases, security agreements, checks and drafts issued, endorsements of checks and drafts received, certificates, applications and reports, shall be executed by the president or one or more officers, employees or agents of the corporation as authorized from time to time by the Board of Directors. Such authorization may be general or confined to specific instances.

(b) **Incident to Office.** The respective offices and duties thereof as established and defined in Section 7.1 of the bylaws and by resolution of the Board of Directors include, except as otherwise provided, the authority to execute instruments in the name of the corporation when the execution of the instrument is incident to carrying out the duties of the office.

CHAPTER 8. INDEMNIFICATION

8.1 **Indemnification of Agents.** To the fullest extent permitted by law, this corporation may indemnify its directors, officers, employees and other persons described in the Georgia Nonprofit Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including without limitation an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this bylaw, shall have the same meaning as in the Georgia Nonprofit Corporation Code.

8.2 **Approval of Indemnity.** On written request to the Board by any person seeking indemnification under the Georgia Nonprofit Corporation Code, the Board may determine under the Code whether the applicable standard of conduct set forth in the Code has been met and, if so, the Board may (but is not required to) authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board may promptly call a meeting of members, or distribute ballots to members. At that meeting, or by such ballots, the members shall determine under the Georgia Nonprofit Corporation Code whether the applicable standard of conduct set forth in the Code has been met and, if so, members present at the meeting in person or by proxy may authorize such indemnification.

8.3 **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Section 7 of these bylaws in defending any proceeding covered by that section may, but need not be, advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

8.4 **Insurance.** The corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, Directors, employees and other agents, against any liability asserted against or incurred by any officer, director, employee or agent in such capability or arising out of the officer’s, Director’s, employee’s or agent’s status as such.

(a) **Insurance Extension.**

OAUG is a volunteer organization and the directors are not paid. However, they are still subject to being sued for their actions. The statute of limitations for most torts is 2 yrs. Our current insurance covers the first year, but not the 2nd. The addition of a second year raises the rates by 150%. However, we have to adopt a policy of providing future coverage at least 18 months before we would ever anticipate needing it (as courts can roll back any payment made for the last 18 months of a org if the court deems the payment was made to benefit the directors, and not the corporation).

CHAPTER 9. ANNUAL REPORTS

9.1 **Annual Report.** The Board shall cause an annual report to be prepared within 120 days after the end of the corporation's fiscal year.

(a) The annual report shall contain the following information, in appropriate detail, for the fiscal year:

(i) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year;

(ii) a statement of the place where the names and addresses of the current members are located; and

(b) The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

The corporation shall notify each member yearly of the member's right to receive a financial report under this section. Except as provided below, on written request of a member the Board shall promptly cause the most recent annual report to be sent to the requesting member. This section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

CHAPTER 10. CONSTRUCTION

10.1 **Construction.** Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Georgia Nonprofit Corporation Code shall govern the construction of these bylaws.

10.2 **Headings.** The headings and captions in these bylaws are provided for convenience only and shall not be referred to in construing the meaning of these bylaws.

CHAPTER 11. AMENDMENT OF BYLAWS

11.1 Amendments by Board. Subject to the right of members under Section 11.2 and 11.3 of these bylaws and the limitations set forth below, the Board, by the affirmative vote of at least 75 percent of the authorized number of directors, may adopt, amend or repeal bylaws unless the action would: (i) materially and adversely affect the members' rights as to voting, dissolution, redemption or transfer; (ii) increase or decrease the number of members authorized in total or for any class; (iii) effect an exchange, reclassification or cancellation of all or part of the memberships; or (iv) authorize a new class of membership. Once members have been admitted to the corporation, the Board may not, without the approval of the members, specify or change any bylaw provision that would: (i) fix or change the authorized number of directors except within the limits specified in the bylaws; (ii) fix or change the minimum or maximum number of the variable range of authorized number of directors; or (iii) change from a fixed number of directors to a variable number of directors or vice versa. If any provision of these bylaws requires the vote of a larger proportion of the Board than otherwise required by law, such provisions may not be altered, amended or repealed except by that greater vote.

11.2 Members' Approval Required. Without the approval of the members, the Board may not adopt, amend or repeal any bylaws that would: (i) increase or extend the terms of directors; (ii) allow any director to hold office by designation of selection rather than by election by the members except as provided in these bylaws to fill an unexpired term; (iii) increase the quorum for members' meetings; (iv) repeal, restrict, create, expand or otherwise change proxy rights; or (v) authorize cumulative voting.

11.3 Amendments by Members. New bylaws may be adopted or these bylaws may be amended or repealed, by approval of the members. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected. Any provision of these bylaws providing for the designation or selection, rather than election, of any director or directors may be adopted, amended or repealed only by approval of the members, subject to the consent of the person or persons entitled to designate or select any such directors.

EXHIBIT A

July 9, 2003

EXECUTIVE COMMITTEE CHARTER

Objectives

The Executive Committee represents the board in whatever roles and/ or situations are authorized by the OAUG bylaws. In addition, from time to time, specific Board resolutions may authorize the Executive Committee to act in their stead. To the extent provided by each Board resolution or bylaw, the Executive Committee legally represents the entire Board. (6.8b Bylaws). Additionally, certain situations may arise that require extreme discretion or require immediate action of the utmost urgency and a quorum of the Board cannot be assembled in time.

Duties

On a day-to-day basis, the Executive Committee will perform the following duties:

When the Board has approved the filling of a vacant board position, the Executive Committee will evaluate all of the information available, including the nominations by Board members, and will then prepare an executive recommendation and accompanying explanation for the Board's review and approval. [1.17 Governance, 2003]

Authorize an emergency expenditure of unbudgeted funds in accordance with board-approved limits. [June 18, 1996, Board]

Approve any gift within board-approved limits to any current Board member. If that gift is for any member of that Executive Committee, that person should exempt his or herself from the decision. [March 1998, Board]

Make recommendations on any disciplinary action regarding current board members, OAUG volunteers and/ or suppliers acting on behalf of OAUG.

Evaluate progress on strategic initiatives and inform Board of any concerns along with suggestions/ programs for improvement.

Facilitate the smooth working of OAUG by ensuring that any matter either brought to the attention of the Executive Committee or originating in the Executive Committee is forwarded to the proper committee(s) or to the Board as a whole.

In absence of any agenda request forms, work in consultation with the president to ensure that there is an agenda for all board meetings. [Governance]

Provide a sounding board for other committees as requested by those committees.

Requirements for Action by the Executive Committee Without Prior Board Authorization

Any action taken by the Executive Committee without specific authorization of the Board must be approved by the majority of the Executive Committee (not majority of quorum of the Executive Committee). Action is defined as any activity that commits board resources, makes a public statement of OAUG's position on a matter, and/ or involves investigating and resolving complaints against Board members, volunteers or suppliers acting on behalf of OAUG

Oversight of the Executive Committee

The Executive Committee must keep minutes of each meeting and file those minutes with the corporate records. [6.8.b Bylaws]. Additionally minutes must be made available to all members of the Board.

Where action was taken by the Executive Committee without authorization of the board, notice of that action will be sent to all board members within 24 hours of the decision to act, whether the minutes of the meeting have been approved or not.

The Executive Director is charged with notifying the Board whenever he/ she feels that the Executive Committee is violating this charter.

The Board may review any action taken by the Executive Committee and choose to either bless the action or (where possible) cancel the action. Additionally, if the Board feels that the Executive Committee has acted improperly, the Board can remove the officers or other Executive Committee members, thus dissolving the Executive Committee, and elect new officers, thus forming a new Executive Committee. [6.1.b.i Bylaws]

Organizational Structure

The Executive Committee will consist of the president, past president if any, executive vice president, secretary, treasurer (all of whom shall be directors) and any additional Board members appointed. [6.8b Bylaws]

The executive director shall be a non-voting member.

The chair of the Executive Committee will be the current president of the OAUG Board of Directors. [6.8b Bylaws]

Appointments to the Executive Committee of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of the Executive Committee, who may replace any absent member at any meeting. [6.8b

Bylaws]

The Executive Committee members shall be elected from among the voting members of the Board of Directors. [October 30, 2002, Board Resolution].

Frequency and Conduct of Meetings

The scheduling of the Executive Committee meetings may be determined either by Board resolution or, if there is none, by resolution of such Executive Committee of the Board. [6.8b Bylaws]

A standard practice is to hold meetings via teleconference call arranged by the executive director of the OAUG. As opportunities arise for the group to meet in person, meetings may be scheduled on-site at the North American OAUG conferences and/ or at on-site board meetings.