

SAMPLE

BYLAWS

ARTICLE I NAME

The name of this corporation shall be XXX User Group, a not-for-profit corporation organized under the laws of the State of <Put State Here> of <Put Country Here> (hereinafter "XXX USER GROUP").

ARTICLE II PURPOSES

Section 1. Not for Profit. XXX USER GROUP is organized under and shall operate as an <PUT STATE HERE> not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the General Not For Profit Corporation Act of the State of <Put State Here> of <Put Country Here>.

Section 2. Purposes. The purposes of XXX USER GROUP shall be to provide the premier forum for all users and vendors of Oracle in the <put region/city/state/xxx here>.

1. Exchange information and ideas concerning the implementation and use of Oracle products and services;
2. Support the effective usage of Oracle products and services;
3. Sponsor events for the exchange of information, experience and concepts related to the use of Oracle products and services;
4. Create and maintain a formal user group structure that will facilitate the purposes of XXX USER GROUP; and
5. Perform and do any and all such other acts as may be necessary or desirable to carry out XXX USER GROUP' purposes as determined by the Board of Directors.

ARTICLE III REGISTERED OFFICE AND AGENT

XXX USER GROUP shall have and continuously maintain in the State of <Put State Here> in <Put Country Here> a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of <Put State Here in <Country> as the Board of Directors may from time to time determine.

ARTICLE IV MEMBERS

Section 1. Membership Eligibility and Representation. Membership may be granted to any individual, partnership, corporation or organization that: (i) is interested in and agrees to support the purposes and activities of XXX USER GROUP; (ii) agrees to abide by these Bylaws and such other canons, rules and regulations as XXX USER GROUP may adopt; and (iii) meets the additional criteria established for each category of membership in XXX USER GROUP as follows:

- A. Individual Member.** Membership may be granted to any individual that uses Oracle products or has an interest in Oracle or Oracle-related products and services. Individual members will be automatically provided access to user groups in the Americas in order to continue to promote all Oracle user groups.

All entities granted membership in XXX USER GROUP shall be referred to herein collectively as "Members."

Section 2. Application for Membership. Requests for membership shall be made by submitting a written membership application which shall be subject to approval under criteria and procedures established by the Board of Directors.

Section 3. Representation. Members may from time to time designate other persons to take part in discussions and meetings of XXX USER GROUP but in no event shall any Member be entitled to more votes than as determined according to Article IV, Section 4.

Section 4. Voting. On all matters coming before the membership, each Individual Member shall be entitled to one vote. No other class of members shall be entitled to vote.

Section 5. Affiliated Companies. Autonomous divisions and/or subsidiaries of Corporate Members may apply separately for full active membership. However, no more than two (2) representatives from affiliated companies may serve on the Board of Directors at any one time. If members become merged, acquired, or otherwise consolidated with another member, and continue to operate under distinguishing business names and retain their public identities through advertising, marketing and/or exhibiting, they shall hold separate memberships.

Section 6. Proxy. Any member or official representative who is entitled to vote on a matter may authorize another person or persons to act for him or her by proxy.

Section 7. Resignation. Members may resign from XXX USER GROUP at any time by giving written notice to the President. Any member resigning from XXX USER

GROUP shall remain responsible for meeting financial obligations incurred prior to the date of resignation.

Section 8. Termination of Membership. Membership in XXX USER GROUP may be permanently terminated for cause. Sufficient cause for such termination of membership shall be a violation of the bylaws or any rule, canon or practice of XXX USER GROUP. Expulsion shall be by two-thirds vote of the Board of Directors, provided, however, that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the day, time and place of the Board of Directors meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board. In addition, the membership of any member who becomes ineligible for membership or who shall be more than ninety (90) days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances, such termination may be delayed by the Board of Directors.

ARTICLE V DUES AND ASSESSMENTS

The initial and annual dues for each class of member of XXX USER GROUP, the time for paying such dues, and other assessments, if any, shall be determined from time to time by the Board of Directors.

ARTICLE VI MEMBERSHIP MEETINGS

Section 1. Meetings. An annual meeting of the Members for receiving reports, and for such other business as may properly come before the Members, may be held at such day, time and place as may be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called by the President, by the Board of Directors or upon written request to the Vice President of Finance (stating the purpose of the proposed meeting) signed by at least one-tenth of the Members.

Section 3. Notice. Notice of annual or special meetings of the Members shall state the time, date and place of the meeting and shall be given not less than five (5) nor more than sixty (60) days prior to the date of such meeting. Notice of special meetings shall state the purpose for which the meeting is called.

Section 4. Quorum. The presence in person or by proxy of not less than one-tenth of the Members shall constitute a quorum at any meeting of the Members.

Section 5. Action by Majority Vote. The majority vote of the Members present at a

meeting at which a quorum is present shall be the act of the Members, except where otherwise provided by law or these bylaws.

Section 6. Voting; Mail Ballot. Voting by mail ballot, including electronic mail, shall be permitted, in lieu of a vote at a duly called meeting, for any item of business, including the election of directors. The act of a majority or more voting members returning ballots by a date certain, assuming the number of members' ballots received constitute a quorum, shall be an act of the members.

ARTICLE VII BOARD OF DIRECTORS

Section 1. General Powers. The affairs of XXX USER GROUP shall be managed by the Board of Directors, which shall have supervision, control and direction of the affairs of XXX USER GROUP, shall determine its policies or changes therein within the limits of these bylaws, shall actively promote its purposes and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition. The Board of Directors shall be _____ in number and may include vacancies and shall consist of the President, Executive Vice President, Vice President of Finance, <put other board positions in here if necessary>.

Section 3. Eligibility, Election and Term of Office. Any Member who is a legal resident of _____, shall be eligible for nomination and election to the Board of Directors. Directors shall be elected annually by the membership as set forth in Article X of these bylaws (Nominations and Elections). Directors shall serve for a term of _____ years and until their successors shall be duly elected, unless they resign, are removed, or are otherwise unable to fulfill their term; provided, however, that a portion of the initial board of directors shall serve for a term of one year. Directors shall assume office _____. Directors may be re-elected to the Board for a maximum of _____ consecutive terms. At any time during his or her term on the Board, no Director may serve on the board of directors of another organization that the XXX USER GROUP Board of Directors has determined has a conflict of interest with the XXX USER GROUP.

Section 4. Vacancies. A vacancy occurring in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the remaining period of the unexpired term(s) by the Board of Directors.

Section 5. Resignation or Removal from Office. A Director may resign at any time by giving written notice to the President or his/her representative. A Director may be removed from office for cause by a two-thirds vote of the membership entitled to elect such Director.

Section 6. Regular Meetings. The Board of Directors may provide by resolution the

time, date and place for the holding of a regular annual meeting and additional regular meetings of the Board without other notice than such resolution.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by any three Directors.

Section 8. Place and Time of Meetings. All meetings of the Board of Directors shall be held at such time and place as the Board of Directors may from time to time determine.

Section 9. Notice. Notice of special meetings of the Board of Directors shall be given at least five business days prior to the time designated for such meeting, and shall specify the date, time and place of the meeting.

Section 10. Quorum. A majority of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, a majority of those directors present may adjourn the meeting from time to time without further notice.

Section 11. Video, Telephone, and Electronic Conferences. Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized by these bylaws pursuant to meeting by means of video, telephone or electronic conference by means of which all persons participating in a meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Section 12. Mail Vote. Any action requiring a vote of the Board of Directors may be taken by mail ballot, including electronic mail. The action taken shall be effective upon the unanimous approval of the Directors.

Section 13. Compensation. Neither directors nor officers of XXX USER GROUP shall receive salaries or other compensation for their services as Director by XXX USER GROUP, but the Board of Directors may, by resolution, authorize reimbursement for expenses incurred in the performance of their duties.

ARTICLE VIII OFFICERS

Section 1. Officers. The officers of XXX USER GROUP shall be a President, Executive Vice President, Vice President of Finance, and up to two other directors as appointed by the executive committee on an annual basis.

Section 2. Eligibility, Election and Term of Office. Any member of the Board of Directors is eligible for nomination and election as an Officer. The officers shall be elected annually by and from the Board of Directors. Officers shall serve for a term of one year and until their successors shall be duly elected, unless they resign, are removed, or are otherwise unable to fulfill their term. An officer may serve for an

unlimited number of terms as long as he or she is a director.

Section 3. Removal. Any officer may be removed from office by a two-thirds vote of the Board of Directors whenever in their judgment the best interests of XXX USER GROUP would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the Chief Executive Officer and shall have general supervision over the affairs of XXX USER GROUP. The President shall preside at all meetings of XXX USER GROUP and the Board of Directors. The President may appoint, with the consent of the Board, standing committees, task forces and their respective chairpersons. The President shall be an ex-officio member of all committees and shall perform all the duties incident to the office of Chief Executive Officer of a corporation, and such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Executive Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Executive Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Executive Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Vice President of Finance. The Vice President of Finance shall serve as the Chief Financial Officer of XXX USER GROUP and shall have charge and custody of and be responsible for all funds and securities of XXX USER GROUP; shall receive and give receipts for monies due and payable to XXX USER GROUP from any sources whatsoever, and shall deposit all such monies in the name of XXX USER GROUP in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall develop financial plans and budgets; shall submit financial reports to the Board of Directors at its regular meetings and to the membership at the Annual Meeting; shall prepare, distribute and keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; serve as custodian of the records of XXX USER GROUP; and keep a register of the post office address of each member which shall be furnished to the Vice President of Finance by such member; and in general shall perform all duties incident to the office of Vice President of Finance and such other duties as from time to time may be assigned by the President or by the Board of Directors. The administrative duties of the Vice President of Finance may be delegated to the Executive Director, in whole or in part, by the Board of Directors.

ARTICLE IX

COMMITTEES

Section 1. Executive Committee. There shall be an Executive Committee which shall consist of the President, Executive Vice President, Vice President of Finance, and up to two other directors appointed by the executive committee on an annual basis. The Executive Committee may exercise the authority of the Board of Directors in the management of the affairs of XXX USER GROUP during the intervals between meetings of the Board of Directors, subject at all times to the bylaws of XXX USER GROUP, and the prior resolutions, regulations and policies issued and adopted by the Board of Directors. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the President or by any two Executive Committee members.

Section 2. Election Committee. The Election Committee shall consist of three to five official representatives of Corporate, Individual, and Vendor Members, one of whom shall be designated Chairperson, and none of whom shall themselves be eligible for election. The Election Committee shall be appointed annually by the President with the approval of the Board of Directors. The Election Committee shall present a slate of candidates to the voting members for election as directors.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of XXX USER GROUP may be designated by a resolution adopted by a majority of the members of the Board of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of XXX USER GROUP shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of XXX USER GROUP shall be served by such removal.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating such committee, a majority of the members present at a meeting at which a vote is taken shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE X NOMINATIONS AND ELECTIONS

Section 1. Nominations. The Election Committee shall receive nominations from

the membership for open positions on the Board of Directors at least one month prior to the election. The Election Committee shall review nominations and present to the Board of Directors a slate of candidates for election. The Board must approve the slate.

Section 2. Election.

- A. Directors.** At least 30 days prior to the annual conference, a mail ballot (whether written or electronic) setting forth the slate of nominees presented by the Election Committee shall be mailed to each voting member at the record address of the voting member on file with XXX USER GROUP. Each voting member shall be entitled to cast votes equal to the number of open positions on the Board of Directors.
- B. Officers.** The Officers shall be elected by a majority vote of the incoming and outgoing Board of Directors from among the Directors at the first board meeting following the annual election.

Section 3. Election Committee. The Election Committee shall take charge of the details of the election. The Election Committee shall report the results of the election to the XXX USER GROUP Membership.

Section 4. Quorum for Election of Directors. The Members representing not less than 5% of the total votes entitled to be cast shall constitute a quorum for the election of Directors.

ARTICLE XI CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of XXX USER GROUP, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of XXX USER GROUP and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of XXX USER GROUP shall be signed by such officer or officers, agent or agents of XXX USER GROUP and in such manner as shall be determined from time to time by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Vice President of Finance and countersigned by the President or the Executive Vice President of XXX USER GROUP.

Section 3. Deposits. All funds of XXX USER GROUP shall be deposited from time to

time to the credit of XXX USER GROUP in such banks, trust companies or their depositories as the Board of Directors may select.

Section 4. Bonding. The Board of Directors shall provide for the bonding of such officers and employees of XXX USER GROUP as it may from time to time determine.

ARTICLE XII BOOKS AND RECORDS

XXX USER GROUP shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XIII FISCAL YEAR

The fiscal year of XXX USER GROUP shall be determined by the Board of Directors.

ARTICLE XIV WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of the State of <Put State Here> or under the provisions of the Articles of Incorporation or bylaws of XXX USER GROUP, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV INDEMNIFICATION

XXX USER GROUP shall provide for the indemnification of all directors, Committee members, employees and agents of XXX USER GROUP to the full extent permitted by the General Not For Profit Corporation Act of the State of <Put State Here> of the <Put Country Here>, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

ARTICLE XVI AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the Board of Directors, provided that at least thirty (30) days' written notice is given of intention to alter, amend or repeal these bylaws and to adopt new bylaws prior to the specified date of the vote.

ARTICLE XVII
DISSOLUTION

Upon the dissolution of XXX USER GROUP and after payment of all indebtedness of XXX USER GROUP, any remaining funds, investments and other assets of XXX USER GROUP shall be distributed to such organization or organizations which have purposes and objectives similar to the purposes and objectives of XXX USER GROUP as may be determined by resolution adopted by the Board of Directors and ratified by a majority vote of the Members.