

LAOUC BYLAWS

ARTICLE I

NAME

The name of this corporation shall be the **LATIN AMERICAN ORACLE USERS GROUP COMMUNITY**, a not-for-profit business association organized (hereinafter "LAOUC")

ARTICLE II

PURPOSES

Section 1. Not for Profit. LAOUC is organized under and shall operate as a not-for-profit business association.

Section 2. Purposes. The purposes of LAOUC shall be to provide the premier forum for all users and vendors of Oracle products and services in Latin America, including Central America, Caribbean and South America and, in furtherance thereof, to undertake the following:

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 educational conferences for the exchange of information, experience and concepts related to the use of Oracle products and services;
4. Communicate to Oracle LAD users in all areas of interest;
5. Represent current user group member base on LAD support issues;
6. Work with IOUG, OAUG and QUEST to identify and influence future product directions of the Oracle Corporation;
7. Create and maintain a formal user group structure that will facilitate the purposes of LAOUC; and perform and do any and all such other acts as may be necessary or desirable to carry out LAOUC's purposes as determined by the Board of Directors.

ARTICLE III

MEMBERS

Section 1. Membership, Eligibility and Representation. Membership may be granted to any official representative from any LAD Oracle User Group that:

- i. is interested in and agrees to support the purposes and activities of LAOUC;
- ii. agrees to abide by these bylaws and such other canons, rules and regulations as LAOUC may adopt;
- iii. has completed an application form with the required membership dues and

All entities granted membership in LAOUC shall be referred to herein collectively as "Members."

Section 2. Application for Membership. Requests for membership shall be made by submitting a written or an electronic 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 LAOUC but in no event shall any Member be entitled to more votes than as determined according to Article III, Section 4.

Section 4. Voting. On all matters coming before the membership, each Member as defined in Article III, Section I (iii), shall be entitled to one and only one vote.

Section 5. Proxy. Any member or official representative who is entitled to vote on a matter may authorize another person to act for him or her by proxy.

Section 6. Resignation. Members may resign from LAOUC at any time.

Section 7. Termination of Membership. Membership in LAOUC 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 LAOUC. 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 IV

DUES AND ASSESSMENTS

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

ARTICLE V

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 any member of the Board of Directors.

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) 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 as defined in Article III, Section I (iii) 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 or Electronic Ballot. Voting by mail or electronic ballot 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. Decision on the form of voting shall be determined by the board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of LAOUC shall be managed by the Board of Directors, which shall have supervision, control and direction of the affairs of LAOUC, 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 an elected body of eight members could include vacancies and shall consist of the President, Vice President, Director of Finance, Director of Education, Director of Technology, Director of Applications, Director of Communication & Memberships and Director of Support Quality. In addition, the President may, with Board of Directors approval, appoint one individual to a one-year, non-voting, advisory position on the Board of Directors.

Section 3. Eligibility, Election and Term of Office. Any Member who is a legal resident of Latin America, with the exception of employees of Oracle Corporation, shall be eligible for nomination and election to the Board of Directors. Directors shall be elected annually by the membership body as set forth in Article IX of these bylaws (Nominations and Elections), with the exception of the Oracle Liaison, who shall be appointed by Oracle Corporation. Directors shall serve for a term of two years and until their successors shall be duly elected, unless they resign, are removed, or are otherwise unable to fulfill their term. Directors shall assume office at the beginning of the Calendar Year. If a Director becomes an employee of Oracle Corporation following election, the Director is required to immediately offer their resignation from the Board of Directors.

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 un-expired 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.

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/Digital Vote. Any action requiring a vote of the Board of Directors may be taken by mail or digital ballot. The action taken shall be effective upon the unanimous approval of the Directors.

Section 13. Compensation. No LAOUC members shall receive salaries or other compensation for their services by LAOUC, but the Board of Directors may, by resolution, authorize reimbursement for expenses incurred in the performance of their duties.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of LAOUC shall be a President, Vice President, Director of Finance, Director of Education, Director of Technology, Director of Applications, Director of Communication & Memberships, Director of Support Quality and such other officers as may be determined from time to time by the Board of Directors.

Section 2. Eligibility, Election and Term of Office. Any Member who is a legal resident of Latin America, with the exception of employees of Oracle Corporation, shall be eligible for nomination and election to the Board of Directors. Directors shall be elected annually by the membership body as set forth in Article IX of these bylaws (Nominations and Elections), with the exception of the Oracle Liaison, who shall be appointed by Oracle Corporation. Directors shall serve for a term of two years and until their successors shall be duly elected, unless they resign, are removed, or are otherwise unable to fulfill their term. Directors shall assume office at the beginning of the Calendar Year. If a Director becomes an employee of Oracle Corporation following election, the Director is required to immediately offer their resignation from the Board of Directors

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 LAOUC 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

- shall preside at all meetings of LAOUC and the Board of Directors.
- may appoint, with the consent of the Board, standing committees, task forces and their respective chairpersons.
- shall on all matters except for election have the power to cast the deciding vote where there is a tie.
- shall serve as liaison to the Oracle Corporation, the International Oracle Users Group Community (IOUC) and will be the designated Group Alliance Partner (GAP) Representative.

Section 6. Vice President. The Vice President is responsible for

- supporting the President on all initiatives of the board of Directors and is responsible for carrying out the role of the President or in the event of his or her inability or refusal to act 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.
- shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Director of Finance. The Director of Finance shall

- serve as the Chief Financial Officer of LAOUC and shall have charge and custody of and be responsible for all funds and securities of LAOUC;
- receive and give receipts for monies due and payable to LAOUC from any sources whatsoever;
- deposit all such monies in the name of LAOUC in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws;
- develop financial plans and budgets;
- submit financial reports to the Board of Directors at its regular meetings and to the membership at the Annual Meeting; and in general;
- 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.

Section 8. Director of Communication & Membership. Director of Communication & Membership shall

- be responsible for servicing the membership. This includes the operation of all administrative membership functions, managing the LAOUC vendor relationships, and all tangible member benefits, such as discounts;
- have responsibilities include working with the other Directors who may have overall responsibility for a specific member service such as enhancements or publications, managing prospective and new member fulfillment, as well as ensuring that the membership database is kept up-to-date;
- should ensure the communication of LAOUC objectives, activities, benefits and achievements to the entire Oracle users community (including members and non-members of LAOUC constituent groups);
- Communicate to the Oracle community at large the positive, valuable, influential, and unique relationship that the LAOUC enjoys with Oracle, and the extent of the close cooperation we sustain with Oracle. This includes coordinating international public relations and media activity as directed by our constituent users groups.

Section 9. Director of Education: The Director of Education shall be responsible for

- Understand the policies and procedures of Oracle University;
- Understand the policies and procedures of the Documentation Teams in each Oracle product line for developing training curricula;
- Identify concerns with courses offered by Oracle University or other education issues of the Oracle customer community;
- Identify and become knowledgeable of the information available to the typical Oracle customer regarding Oracle University policies and procedures, course availability, cost, etc;
- Identify and become knowledgeable of training available for Oracle customers from other avenues;
- Develop customer survey(s), to determine user needs about education on Oracle related products and give to user groups to distribute to its user base.

Section 10. Director of Support Quality: The Director of Support Quality is responsible for

- Represent current user group member base on LAD support issues;
- Poll user group member base to solicit input as needed;
- Identify support problems experienced by LAD customers and suggest ways to solve;
- Publish information for LAD user group membership on support issues;
- Disseminate information provided by Oracle Support to user group members;
- Provide feedback to Oracle on the results of Quality Assurance initiatives.

Section 11. Director of Applications: The Director of Applications is responsible for

- Provide an outlet for communication among LAD users and vendors of the Oracle Applications community or persons interested in pursuing further information about Oracle and its products and services;
- Provide a forum for the sharing of information and experience on the selection, implementation and effective use of Oracle Applications products;
- Maintain a robust and effective worldwide communications channel with Oracle Corporation regarding the Applications for LAD users;
- Represent current customer base on localization issues;
- Identify localization problems experienced by LAD customers and suggest ways to resolve.

Section 12. Director of Technology: The Director of Technology is responsible for

- Collect, post, and distribute information about Oracle technologies and other related technologies to LAD users;
- Provide LAD users with the ability to help their peers maximize their knowledge and skills working with products in information technology and in particular Oracle products;
- Encourage LAD users to present their information technology experiences using Oracle and other products and services;
- Provide a consolidated channel of communication, conveying needs, concerns, and suggestions, for LAD users of the organization, to Oracle Corporation and other vendor corporations;
- Identify potential problems experienced by LAD customers and suggest ways to solve;

NOTE: All board members may be required to perform the duties of other board members from time to time.

ARTICLE VIII

COMMITTEES

Section 1. Executive Committee. The Executive Committee is synonymous with the Board of Directors.

Section 2. Election Committee. The Election Committee shall consist of three official representatives of 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 LAOUC may be designated by a resolution adopted by a majority of the members of the Board of Directors.

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 IX

NOMINATIONS AND ELECTIONS

Section 1. Nominations. The Election Committee as defined in Article VIII Section 2, 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. The Board must approve the slate.

Section 2. Election. Directors. At least 60 days prior to end of the Calendar Year, 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 LAOUC. Each voting member shall be entitled to cast votes equal to the number of open positions on the Board of Directors

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 LAOUC 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 X

CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of LAOUC, 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 LAOUC 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 LAOUC shall be signed by such officer or officers, agent or agents of LAOUC 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 Director of Finance.

Section 3. Deposits. All funds of LAOUC shall be deposited from time to time to the credit of LAOUC 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 LAOUC as it may from time to time determine.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of LAOUC shall be determined by the Board of Directors.

**ARTICLE XII
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 XIII
DISSOLUTION**

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

Signatures

CLOUG

GUOB

ORAUG-BR

LatinOAug

ECUOUG

PEOUG

ASUOC

ECOUG