Oracle/PeopleSoft Public Sector User Group

Charter and Organization By-Laws

I. STATEMENT OF PURPOSE

The Oracle/PeopleSoft Public Sector User Group consists of representatives from all Public Sector customers of Oracle/PeopleSoft products. The Public Sector User Group has the following objectives:

A. Provide a forum for communicating with other public sector customers, with similar interests, concerns and problems. This forum may consist of meeting sessions, newsletters, electronic mail sites, or other appropriate settings. Members will be encouraged to share implementation strategies and product experiences and help others shorten the learning curve related to the Oracle/PeopleSoft products. Outcomes of such activities include (but are not limited to) sharing and documentation of best practices; formalization of initiatives for problem solving; customization sharing; documentation of common concerns, etc.

B. Provide a process by which the Public Sector User Group can speak with a common voice to Oracle on matters of common interest to group members, thereby improving communications regarding the 's product expectations, recommendations for improvement in the public sector and other non-specific software products, ideas for improved customer relations, etc. Provide a forum for presentations from Oracle/PeopleSoft management, developers, business partners, and others to keep the group informed as to changes in direction, product plans, areas of concern, etc.

C. Be alert to and make appropriate response to opportunities that may benefit Group members collectively, including relationships with alliance partners, etc.

II. MEMBERSHIP IN THE PUBLIC SECTOR USER GROUP

A. Entities from Public Sector that become customers of Oracle/PeopleSoft products shall be considered members of the Public Sector User Group. Each member shall identify one key contact person with authority to represent the member in communications with the Public Sector User Group leadership. This same contact person will be responsible to share Public Sector User Group information internally. Each institution shall decide, at its own discretion, how many individuals shall attend the various Public Sector User Group meetings, participate in Group initiatives, etc. However, in matters requiring an official vote or census of Public Sector User Group members, voting shall take place by the representatives, online at psugonline.org or at a Public Sector User Group meeting. Each entity shall have one vote. Any member from a customer institution in the Public Sector may serve on any Group committee. Active participation in the Group is voluntary and does not preclude individual relationships with Oracle/PeopleSoft.

Oracle/PeopleSoft is generally invited and encouraged to participate in Public Sector User Group meetings, but has no vote in Group matters. Oracle/PeopleSoft will support the Public Sector User Group by providing strategic support in matters of official communications, meeting facilitation, speakers, etc. Oracle/PeopleSoft will recognize and respond, as it deems appropriate to Group initiatives.

Alliance partners may be invited to participate in Public Sector User Group activities as a result of their relationships with individual Group members.

III. BOARD OF DIRECTORS AND OFFICERS

A. Powers

The Board shall manage the affairs of the Public Sector User Group. Board Members must be members in good standing of the Public Sector User Group.

B.   Number and Term of Board Members

The number of elected Board Members shall be twelve.   Four of the elected Board Members shall be elected each year. Each shall be elected for a term of three years and hold office until a successor shall be elected and qualified. Every effort should be made to create a board diverse in both Product Line experience and experience from various constituencies within the Public Sector. Oracle/PeopleSoft will appoint a liaison and an Executive Sponsor to work with the Board.

C.   Duties of the Board

1.   The Board shall be primarily concerned with the furtherance of the objectives of the Public Sector User Group.

2.   The Board is responsible for developing and planning a program for Public Sector User Group meeting at the Annual User Group Conference (Alliance).

3.   The Board also will define the duties and responsibilities of the officers and establish other positions deemed necessary for fulfillment of the goals, objectives, and responsibilities of the Public Sector User Group.

4.   The Board shall convene meetings at least one time annually.

5.   The Board will maintain alliances with executive members of other User Groups, including but not limited to, the Higher Education User Group, Oracle Higher Education Special Interest Group and Quest User Group to further the interests of all Public Sector customers with Oracle/PeopleSoft.

6.   The President of the Board shall coordinate information and activities with HEUG group leaders.

7.   The Board shall provide a structure to foster and engender Public Sector User Group initiatives for improvement of Oracle/PeopleSoft products and/or solving problems associated with implementation of these products with Oracle/PeopleSoft.

D.   Officers

The officers shall be elected directors of the Public Sector User Group. The titles of the officers shall be the President, President-Elect, Vice President-HRMS, Vice President- Financials, Vice President – Communications, Vice President – Tools, and Secretary/Treasurer. The Executive Committee of the Board shall be made up of the current officers of the Board.

E.   Election and Terms of Office of Board Members

The Board Members shall be elected by a majority of votes cast for the respective positions by the eligible voting membership of the Public Sector User Group. Each director shall hold office for a term of three years or until a successor has been duly elected.

F. Election and Terms of Office of the Executive Committee Officers on the Board

    1.   The President will have served for one year as a member of the Executive Committee in the capacity of President-Elect. The Executive Committee will be composed of the current President, President – Elect, the six Vice Presidents, and the Secretary/Treasurer.

    2.   The current Executive Committee will present a slate of candidates for the new Executive Committee, which will be voted on by the entire Board of Directors. The slate of candidates will be developed based on nominations received from all current board members. Officers on the Board will be elected by majority vote.

    3.   The President shall assume this office after completion of one term as President-Elect and shall serve a one-year term.

    4.   Should the current President for any reason be unable to complete his or her term as President, the President-Elect will succeed him or her. The Executive Committee will appoint the new President-Elect from remaining Board Members.

    5.   The immediate past-president of the Board shall serve a one-year term as an ex officio member of the Board.

    6.   Newly elected Board Members and officers shall assume their offices at the Board of Directors meeting held during the Annual Alliance User Group Conference.

    7.   Officers on the Executive Committee shall hold office for a term of one year.

G. Duties of Officers

    1.   The President shall:

        a.   Preside at all meetings of the Public Sector User Group.

        b.   Appoint all committees not otherwise provided for.

        c.   Make provision for the discharge, pro temporary, of absent or suspended members.

        d.   See that the regulations of the Public Sector User Group are enforced.

        e.   Carry out assignments and instructions given by vote of the Public Sector User Group.

        f.   Perform such other duties as customarily pertain to the office of President.

        g.   Maintain contact with all Public Sector representatives serving as Liaisons to the Higher Education User Group Product Advisory Groups. Assure that PAG Liaisons report PAG activities back to the Public Sector User Group annually, at a minimum.

    2.   The President-Elect shall:

        a.   Shall be an aide to the President and, in the case of absence of disability of the President, shall perform pro tempore, the duties of the President.

        b.   Under subsection (III)(a)(4), the President-Elect shall automatically become the President for the balance of the President's term of office.

        c.   Shall not vote on the Executive Committee.

        d.   The President-Elect is responsible for learning the duties of the office of President.

    3.   The Vice President of HRMS shall:

        a.   Serve as an aide to the President.

        b.   Serve as the HRMS Committee Chair and arrange for HRMS presentations at meetings of the User Group.

        c.   Serve as a member of the Executive Committee of the User Group.

      d.   Maintain contact with the Vice President (Financials), the Vice President (Communications) and the Vice President (Tools).

4.   The Vice President of Financials shall:

      a.   Serve as an aide to the President.

      b.   Serve as the Financials Committee Chair and arrange for financial presentations at meetings of the User Group.

      c.   Serve as a member of the Executive Committee of the User Group.

      d.   Maintain contact with the Vice President (HRMS), the Vice President (Communications) and the Vice President (Tools).

5.   The Vice President - Tools shall:

      a.   Serve as an aide to the President.

      b.   Serve as the Oracle/PeopleSoft Tools Committee Chair and arrange for Tools presentations at meetings of the User Group.

      c.   Serve as a member of the Executive Committee of the User Group.

      d.   Maintain contact with the Vice President (HRMS), the Vice President (Financials), and the Vice President (Communications).

6.   The Vice President - Communications shall:

      a.   Serve as a member of the Executive Committee of the User Group

      b.   Update Tools utilized for communicating to Public Sector Users including Customer Connection, SLG Online, Listservs and other distribution lists

      c.   Work with Executive Committee to assist with their communication needs

      d.   Identify and develop communications conduits between Users and Board, Board and Oracle/PeopleSoft, Board and other user groups and others as needed.

7.   The Secretary/Treasurer shall:

   a.   Keep a written record of the proceedings of all meetings and be responsible for the distribution of such written proceedings. The outgoing Secretary shall be responsible for the proceedings of the meeting at which the new Secretary is elected.

   b.   Issue notices of meeting and agenda as directed by the President and the Board.

   c.   Be responsible for the correspondence of the Public Sector User Group.

   d.   Maintain the accounts of the Public Sector User Group.

   e.   Serve as a member of the Executive Committee of the Board.

H.   Removal

Any director or officer elected by voting members of the Public Sector User Group or appointed by the voting members of the Board may be removed by a two-thirds vote of the Board whenever, in the Board's judgment, the best interest of the Public Sector User Group shall be served thereby. Such removal shall be without prejudice to the contact rights of the director or officer removed.

I.   Vacancies

Any vacancy occurring in the Board shall be filled by a majority vote of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of the previous incumbent. A vacancy in any office on the Board of Directors resulting from death, resignation, removal, or disqualification may be filled by a majority vote of the Board for the unexpired portion of the term.

J.   Quorum

A majority of the Board shall constitute a quorum for the transaction of the business at any meeting of the Board but less than a majority vote of the Board Members may adjourn the meeting without further notice.

K.   Compensation

Board Members as such shall not receive any salary for their services, but by resolution of the Board, they may be reimbursed for expenses in connection with their services rendered on behalf of the Public Sector User Group.

IV.   NOMINATION AND ELECTION OF BOARD OF DIRECTORS

A.   General

   1.   The Board shall appoint a Nominating Committee Chair. The Chair will convene a committee of users. The committee will solicit nominations from member entities and announce a slate of candidates equal to the vacancies on the Board. The slate of candidates will be presented to the voting members [representatives] sixty days prior to the annual meeting.

   2.   Nominations shall not be made in any other manner other than described above.

   3.   Any member shall be eligible for nomination to the Board provided:

      a.   Such member is in good standing at least ninety days prior to the annual meeting;

      b.   Assurance has been previously given that, if elected, the duties of that office will be diligently carried out.

      c.   The election shall be held by ballot to all eligible voting members within the forty-five days prior to the annual meeting. Ballots must be returned to the Chairperson

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of the Nominating Committee. The Nominating Committee shall announce the results of election as the first order of business of the annual meeting.

    B. Balloting

        1.   All balloting shall be cast, with the result being determined by a majority of votes cast by eligible voting members.

        2.   Write in votes will be permitted.

V.   MEETINGS OF MEMBERS

    A. Annual Meeting

An annual meeting of the members shall be held each year at the Alliance Conference, for the purpose of announcing the results of the Board's election and for the transaction of such other business as may come before the meeting.

    B. Special Meetings

The President, the Board, or at least ten percent of the members having voting rights may call Special Meetings of the User Group.

    C. Quorum

Ten percent of the Members shall constitute a quorum at any meeting.

    D. Procedure

Roberts Rules of Order shall govern parliamentary procedure except when otherwise specified by these bylaws. A motion to enforce strict parliamentary procedure must be adopted by full vote of the membership. The general policy shall be to avoid the complexities of parliamentarianism until such time as the issues have been clarified to the point where a definite motion can be clearly debated as a choice between a few alternatives.

Delegates of members must be informed concerning the business to be transacted in order to avoid unnecessary delays. For the same reason, members who intend to submit proposals for consideration must send the Secretary/Treasurer for distribution to the members, written information concerning their proposals at least ten days in advance of the meeting.

VI.   AMENDMENTS

These bylaws may be amended by a majority vote of members voting. For ballots, 20% of the members constitute a quorum. Amendments may be submitted by the Board, or by petition of the members to the Board. Proposed amendments to these bylaws must be set forth in notice to the membership thirty days prior to the consideration.

VII.   FINANCES

In general, the member institutions providing leadership to the Public Sector User Group will pay the travel and other expenses of the individuals assigned to participate in the Board and other sub-committee activities. The member institutions will also pay for travel and other out-of-pocket expenses of individuals attending Public Sector User Group meetings and other similar events. In no case will the Public Sector User Group hire employees.

As appropriate, the Board or authorized sub-committees may assess meeting fees to individuals attending Public Sector User Group meetings in order to cover the costs of meeting room rentals, speakers' expenses, meals, refreshments, etc. Such fees should not exceed actual costs plus a small contingency reserve.

Oracle/PeopleSoft and Oracle/PeopleSoft Global Alliance Partners may be asked to contribute to a contingency fund or specific event reimbursement requests, as appropriate.

The Board reserves the right to charge an annual institutional membership fee.

VIII.   STATEMENT OF DISSOLUTION

Should the Public Sector User Group be dissolved, any funds on hand after the retirement of all outstanding liabilities shall be equally distributed among the Members. The Secretary/Treasurer in office at the time of the dissolution shall be responsible for the prompt payment of all outstanding obligations, the distribution of the remaining funds among the members, preparation of a final Public Sector User Group Financial Statement, and the preparation and submission of a final Internal Revenue Service form.

IX.   PUBLIC SECTOR USER GROUP RESPONSIBILITY

The Public Sector User Group will not release membership lists to external sources. This Public Sector User Group shall not be responsible for information of any member that is considered to be proprietary or confidential and subsequent disclosure to others by the Public Sector User Group or any of its members shall not impose any liability on the Public Sector User Group, officer, or its members.