

**BYLAWS
OF
UTAH ORACLE USERS GROUP (UTOUG)
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I
OFFICES**

Section 1.1 Business Offices. The principal office of the corporation shall be located in Salt Lake City, Utah. The corporation may have such other offices, either within or outside Utah, as the Board of Trustees may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the corporation required by the Utah Revised Nonprofit Corporation Act (the "Act") to be maintained in Utah may be, but need not be, identical with the principal office if in Utah, and the address of the registered office may be changed from time to time by the Board of Trustees.

**ARTICLE II
BOARD OF TRUSTEES**

Section 2.1 General Powers. The business and affairs of the corporation shall be managed by its Board of Trustees, except as otherwise provided in the Act, the articles of incorporation or these bylaws.

Section 2.2 Number, Tenure and Qualifications. The Board of Trustees (Board) shall consist of no fewer than five and no more than 11 members and will include the President, Vice President, Secretary and Treasurer. An odd number of Trustees will be maintained to eliminate tie voting. The Board cannot have a majority of members from any one company. Trustees must have an active interest in Oracle products or Oracle-related products. Trustees must be active members of UTOUG. They must also continue to express due interest in UTOUG by (a) registering for and attending at least one event every 12 months; and (b) participating in no fewer than 2/3 of Board meetings. There shall be two categories of Trustees:

- (a) **Executive Officers (Officers)**, who are automatically Trustees. These are: President, Vice President, Secretary and Treasurer. They serve a term of one year.
- (b) **Regular Members of the Board of Trustees (Trustees)**, each of whom may be assigned by the Board to serve as a chair for a specific duty area. They also serve a term of one year.

Each Trustee shall hold office for a full, one-year term starting on the beginning of the month of the first Board of Trustees meeting after the annual meeting of the Board of Trustees and thereafter until her/his successor shall have been elected, or until his/her earlier death, resignation or removal. Trustees may be removed at any time by a vote of the Trustees at a special meeting specifically called for that purpose.

Section 2.3 Regular Meetings. The Board of Trustees will hold regular business meetings periodically, for example, every month, but at least an annual meeting will be held prior to the end of the year, the agenda for which will include the election of Trustees.

Section 2.4 Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or a majority of the Trustees.

Section 2.5 Nomination and Election of the Board of Trustees. Nominations will be accepted by the President prior to the annual meeting. Any active member of UTOUG can nominate himself or herself or another member. Every candidate expressing an interest as a Board member will prepare a brief, written statement outlining their qualifications to accompany the nomination.

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All Trustees, including Officers, shall be elected from the slate of nominees at the annual meeting of the Board of Trustees using the following process and guidelines:

- (a) The term for a member of the Board of Trustees is one year.
- (b) The current President is automatically a member of the Board of Trustees for the upcoming term if he/she chooses to serve on the Board.
- (c) At the annual meeting, a vote will first be taken to determine the number of members on the Board of Trustees (Section 2.2).
- (d) Next in the annual meeting, the Board of Trustees will elect Officers before electing the remainder of the Board of Trustees.
- (e) Each current Board member may cast one vote for every open Board position. Each vote must be for a different person. All candidates who express a desire to be on the Board are eligible to receive votes. The candidates with the most votes fill the Board positions. In the event of a tie vote for the last Board position, Board members vote specifically on the candidates with equal votes.
- (f) The voting process is managed by the Presiding Officer in attendance (Section 3.2), usually the current President. The Presiding Officer chooses a member of the Board to collect and count the votes. In the event that there is a tie vote, the Presiding Officer will cast two votes to break the tie.
- (g) The Presiding Officer reveals the results of the vote to the current Board.
- (h) The new President announces the results of the voting to the user group membership as she/he deems appropriate.

Section 2.6 Vacancies. Any Trustee may resign at any time by giving written notice to the President or to the Secretary of the corporation. A Trustee's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Trustees shall be filled by the vote of a majority of the remaining Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in office.

Section 2.7 Removal. Any Trustee, Officer or agent may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a Trustee, Officer or agent shall not in itself create contract rights.

Section 2.8 Notice of Meetings. Notice of each meeting of the Board of Trustees stating the date, time and place of the meeting shall be given to each Trustee at such Trustee's address listed on the records of the corporation at least five days prior thereto by the mailing of written notice, or at least two days prior thereto by personal delivery of written notice or by facsimile or e-mail notice. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If faxed or e-mailed, such notice shall be deemed to be given when sent. Any Trustee may waive notice of any meeting before, at or after such meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 2.9 Presumption of Assent. A Trustee of the corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless her/his dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

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Section 2.10 Quorum and Voting. A majority of the Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, and the vote of a majority of the Trustees present in person at a meeting at which a quorum is present shall be the act of the Board of Trustees. If less than a quorum is present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice other than an announcement at the meeting until a quorum shall be present. No Trustee may vote or act by proxy at any meeting of Trustees.

Section 2.11 Executive and Other Committees. By one or more resolutions, the Board of Trustees may designate from among its members an executive committee and one or more other committees, each of which, to the extent expressly delegated in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Trustees, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board of Trustees or any member of the Board of any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board of Trustees, or in the absence thereof by the committee itself.

Section 2.12 Meetings by Telephone or Other Remote Communication Technology. Members of the Board of Trustees or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone, video call, virtual meeting or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 2.13 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Trustees or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts, and which may be collected by electronic means such as email) shall have the same force and effect as a unanimous vote of the Trustees or committee members.

ARTICLE III OFFICERS AND AGENTS

Section 3.1 Number and Qualifications. The Officers of the corporation shall be President, Vice President, Secretary and Treasurer. Officer qualifications, election, term of office, removal and vacancy are the same as other members of the Board of Trustees as described in Article II.

Section 3.2 Presiding Officer. The Presiding Officer is the highest ranking member of the Board of Trustees in attendance. The line of authority or chain of command is as follows:

1. President
2. Vice President
3. Treasurer
4. Secretary

Section 3.3 Authority and Duties of Officers. The Officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Trustees or these bylaws, except that in any event each Officer shall exercise such powers and perform such duties as may be required by law.

- (a) **President.** The President shall, subject to the direction and supervision of the Board of Trustees:
- (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its Officers, agents and employees;
 - (ii) preside at all meetings of the Board of Trustees;
 - (iii) see that all orders and resolutions of the Board of Trustees are carried into effect;
 - (iv) prepare an annual budget with assistance from the Treasurer; and

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- (v) perform all other duties incident to the office of President and as from time to time may be assigned to him/her by the Board of Trustees.
- (b) **Vice President.** The Vice President shall assist the President and shall perform such duties as may be assigned to him/her by the President or by the Board of Trustees. The Vice President shall, at the request of the President, or in her/his absence or 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.
- (c) **Secretary.** The Secretary shall:
 - (i) keep the minutes of the proceedings of the Board of Trustees and any committees thereof;
 - (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
 - (iii) be custodian of the corporate records and of the seal of the corporation; and
 - (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her/him by the President or by the Board of Trustees. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.
- (d) **Treasurer.** The Treasurer shall:
 - (i) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Trustees;
 - (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity;
 - (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Trustees statements of account showing the financial position of the corporation and the results of its operations;
 - (iv) assist the President in preparation of an annual budget;
 - (v) upon request of the Board, make such reports to it as may be required at any time; and
 - (vi) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to her/him by the President or the Board of Trustees. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by the Treasurer.

Section 3.4 Surety Bonds. The Board of Trustees may require any Officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of her/his duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under her/his control belonging to the corporation. In the Board's discretion, the corporation may bear the cost of any surety bond required of any Officer or agent.

ARTICLE IV INDEMNIFICATION

Section 4.1 Indemnification of Trustees, Officers, Etc. The corporation hereby declares that any person who serves at its request as a trustee, officer, employee, chairman or member of any committee, or on behalf of the corporation as a trustee or officer of another corporation in which the corporation owns shares of capital stock or of which the corporation is a creditor, shall be deemed the corporation's agent for the purposes of this Article and shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such

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person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of such service, provided such person acted in good faith and in a manner he/she reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. Except as provided in Section 4.3, termination of any such action, suit or proceeding by judgment order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create either a presumption that such person did not act in good faith and in a manner which be reasonably believed to be in the best interests of the corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his/her conduct was unlawful.

Section 4.2 Indemnification Against Liability to Corporation. No indemnification shall be made in respect of any claim issue or matter as to which a person covered by Section 4.1 shall have been adjudged to be liable for negligence or misconduct in the performance of her/his duty to the corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 4.3 Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 4.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 4.4 Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement any other provision of these bylaws, vote of disinterested Trustees or otherwise and any procedure provided for by any of the foregoing, both as to action in his/her official capacity and as to action in another capacity while holding such office.

Section 4.5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a Trustee, Officer, employee or agent of the corporation and shall inure to the benefit to the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person with respect to any acts or omissions which occurred prior to inch repeal or amendment

Section 4.6 Insurance. By action of the Board of Trustees, notwithstanding any interest of the Trustees in such action, the corporation may purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him/her and incurred by him/her in her/his capacity of or arising out of his/her status as an agent of the corporation, whether or not the corporation would have the power to indemnify him/her against such liability under applicable provisions of law. The corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 4.7 Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Trustees or members may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is

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mutually agreeable to the person to be indemnified and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 4.8 Limitation on Indemnification. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code.

ARTICLE V MISCELLANEOUS

Section 5.1 Account Books, Minutes, Etc. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees. All books and records of the corporation may be inspected by any Trustee or her/his accredited agent or attorney, for any proper purpose at any reasonable time.

Section 5.2 Fiscal Year. The fiscal year of the corporation shall be a calendar year from January 1 through December 31.

Section 5.3 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Board of Trustees, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 5.4 Conflicts of Interest. If any person who is a Trustee or Officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with herself or himself, any member of her/his family, or any entity in which he/she has any legal, equitable or fiduciary interest or position, including without limitation as a Trustee, Officer, shareholder, partner beneficiary or Trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the corporation of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his/her knowledge that bear on the advisability of such transaction from the standpoint of the corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

Section 5.5 Loans to Trustees and Officers Prohibited. No loans shall be made by the corporation to any of its Trustees or Officers. Any Trustee or Officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 5.6 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the Board of Trustees.

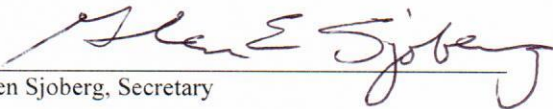
Section 5.7 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

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CERTIFICATE

The undersigned certifies that he is the Secretary of Utah Oracle Users Group, a Utah not-for-profit corporation, and that, as such, he is authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said Corporation.

Dated effective as of the 18th day of October, 2019.


Glen Sjoberg, Secretary