

MISSION STATEMENT / CHARTER

This Special Interest Group was formed in support of the [OAUG](#) objectives to focus on Oracle Applications, and for the exchange and dissemination of information. It is our goal to provide users with a forum for sharing information and experiences on the selection, implementation and effective use of Oracle Applications and to learn about future directions in the Oracle product line.

The EM4APPS SIG hopes to meet its objectives by addressing topics relevant to the installation, configuration, implementation, maintenance, and support of Oracle Applications (including, but not exclusive to, Oracle e-Business Suite, Peoplesoft, JD Edwards Enterprise One, Fusion Applications, Applications Unlimited, Cloud Management, and other future products.) The EM4APPS will assist companies with the understanding and utilization of management and administration tools and utilities for all Oracle Applications packages including but not limited to Financials, Manufacturing, Supply Chain, CRM, etc. It will make available complementary third party companies and their products for review and evaluation, as well as providing a relationship with the Oracle Corporation.

BYLAWS

Article I

Name of Organization

The EM4APPS, also known as the Enterprise Manager for Applications SIG, a sponsored Affiliate of the Oracle Applications Users Group, is a not-for-profit organization.

Article II

Purpose & Objectives

Our purpose is to inform and educate our members on current and future Oracle Applications, while offering a forum for peers to share their experience and knowledge in the enterprise applications and internet technology realm. Conferences will be conducted in regional meetings as scheduled and published on the EM4APPS website, in addition to OAUG Conference Point & Oracle Openworld meetings, and any other affiliated organizations, per year, to allow for a robust offering of programming to meet the requirements of our diverse membership.

Article III

Membership

The EM4APPS shall be made up of those individuals who have fulfilled the basic membership requirements of attending a EM4APPS quarterly meeting and are on the group's active mailing list. This SIG representing more than 100 members in internationally and within the United States, is a volunteer group having no membership dues or paid officers. Members may include

licensed users of Oracle Applications, prospective users evaluating Oracle Applications, consultants and vendors of products complementing Oracle Applications. All Meeting Attendees on the active EM4APPS mailing list may participate as voting members.

Membership is open to nearly anyone with an interest in Oracle Applications as detailed above, with the only exception being anyone whose occupation is that of a headhunter, recruiter, employment specialist, etc. These individuals shall not be permitted to participate on the EM4APPS Board of Directors, nor participate as a general attending member of the organization.

Each Member will be subject to and bound by the EM4APPS Code of Conduct and Ethics. Any breach of The Code of Conduct and Ethics may provide grounds for action as defined by The Code.

Article IV

OAUG Affiliation

In order to maintain its affiliation with the OAUG in good standing, the EM4APPS will:

- Provide the OAUG with properly completed Group Affiliation Forms on an annual basis, or as required.
- Promote OAUG Membership and ongoing relationship development between group members and OAUG.
- Conduct group meetings of the EM4APPS in order to provide application and related technology education and knowledge sharing (The calendar for which will be published on the EM4APPS website)
- Maintain group records and meeting minutes in accordance to set bylaws.

Article V

Requirements of EM4APPS Board of Directors

1. Board of Director functions of the EM4APPS shall be distributed among the Directors, Co-Directors and Board Members-at-large, who will volunteer and get elected from the general membership. Elections shall be conducted every two years and to ensure continuity, only 50% of the Board positions will be open for re-election as their terms expire. All the elected Board members will serve in their positions for a four-year term. Any Board member (except the Chairperson) who was not re-elected may not participate on the Board in any capacity (including member-at-large) until the next election. The chairperson, if not re-elected, may continue to serve on the Board for an additional two years in the Past Chair position (**without voting rights**).

2. The elected members shall distribute the functions of the EM4APPS Board of Directors during the first Board meeting after the elections. During this meeting, any newly elected member may be nominated or self-nominate for any position on the Board. For contested positions, the members shall select the Director(s) to fill the nominated position by secret ballot. Uncontested positions may be filled by the nominee without the need for a vote on that position (subject to Article VI.5 below).
3. No person may hold a position on the BOD whose O AUG affiliation is not in good standing. Any person who has been subject to disciplinary action which has resulted in their membership being terminated, is currently under suspension or has been censured by EM4APPS shall not be considered in good standing.
4. A document containing distinct director functions shall be kept to maintain continuity as board members change. This document will remain dynamic and will contain a listing of both general and specific duties of the Board of Directors. These responsibilities will be dynamic and can be shared among board members as required.

Article VI

Board Member Policies and Contingencies

1. In the event of a vacancy on the Board by reason of death or resignation or dismissal, said position shall be filled by majority vote of the BOD for the balance of the term.
2. Each Board member will be subject to and bound by the EM4APPS Code of Conduct and Ethics (The Code of Conduct).
3. Any breach of the Code of Conduct may provide grounds for dismissal from the Board, as defined by the code.
4. New volunteers who desire to participate as a member at large or to fill an open position outside of the election period may contact any BOD member. That volunteer will then be proposed to the entire BOD during the next regularly scheduled meeting. The candidate's election will then be determined via majority vote of the board (in accordance with issue voting guidelines). The volunteer may then serve the remainder of the current term.
5. New volunteers must be in good standing as defined in Article V.3 above.

Code of Professional Conduct and Ethics for Members of the Board of Directors and Members at Large

The purpose of a code of conduct is to confirm and uphold the mission of the EM4APPS and ensure a successful experience of its volunteers. It is understood that members choose to dedicate their time and efforts to the organization for both professional and personal reasons. By providing a Professional Code of Conduct and Ethics the Board may provide the framework from which the experiences of its volunteer members are constructive and beneficial both professionally and personally.

Article I

Code of Conduct for Members of the Board of Directors (Board Members)

1. Board members must understand their specific roles and act on them.
2. Board members need to be acutely aware of the relationship between the board, board members, users and interested companies the board interacts with.
3. Under the auspices of the relationship between governing components, board members must respect delineation of responsibilities respecting the role of the membership, the role of the collective board and their individual board members' role in it.
4. Board members must not make improper use of information acquired as a board member.
5. Board members are responsible for conducting themselves, deliberations, decision-making, and their communications to other users and board members in a professional and respectful manner.
6. While debate is essential and healthy, board members should always view their actions and decisions only in the context of the goals of the corporation.
7. Board members must not allow personal interests, or the interests of any associated person, to conflict with the interests of the EM4APPS.
8. Confidential information received by a board member in the course of the exercise of directorial duties remains the property of the EM4APPS or the person from which or whom it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorized by the EM4APPS, or the person from whom the information is provided, or is required by law.
9. Board Members' interactions with public, press, or other entities must recognize the lack of authority vested in individuals except when explicitly board-authorized and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.

Article II

Code of Ethics for EM4APPS Members at Large and Members of the Board of Directors. Members and Board Members will:

1. Act openly, honestly, in good faith and in the best interests of the EM4APPS as a whole.
2. Exercise the care, diligence and skill of a reasonably prudent person under comparable circumstance.

3. Ensure to enhance and maintain the reputation of EM4APPS.
4. Comply with all policies, constitution and by-laws set out by EM4APPS.
5. Strive to contribute toward the growth, stability and service the EM4APPS seeks to provide to its members and the user community.
6. Respect the political process of the board of directors and the EM4APPS organization as a whole.
7. Respect and contribute toward the building of a strong user community and board of directors.
8. Act in the best interest and fulfill their fiduciary obligations to EM4APPS.
9. Conduct themselves in a professional, courteous and respectful manner at all times.
10. Promote cooperation, good relations, and bonds of friendship and mutual understanding among the membership and the board of directors.
11. Demonstrate respect and tolerance toward other board members and all EM4APPS affiliated stakeholders, agents, private and public.
12. Make available to and share with members and board members all information as may be relevant to ensure proper conduct and sound operation of EM4APPS.
13. Understand and respect the need for a level of confidentiality relating to the affairs of the organization.
14. Ensure that the level of service they provide is competent and unencumbered from any element which might undermine the goals, operation or achievements of EM4APPS.

Article III

Acceptance to be bound by the Code of Conduct and Ethics

By accepting membership or by serving on the board of directors, each member or board member agrees to be bound and governed by the Code of Professional Conduct as adopted by EM4APPS.

Article IV

Proceedings Related To Allegations of Non-Compliance or Misconduct

A violation of EM4APPS's code of professional conduct or ethics is grounds for censure, suspension and/or termination of EM4APPS membership and or participation on the board of

directors. Upon receiving allegations that a EM4APPS member or board has violated provisions of EM4APPS's code of professional conduct or ethics from another EM4APPS member or board member, the Chairman and board shall do the following:

1. Board Notification by Chairman. The Chairman shall notify board members that an allegation has been made and shall forward all background information provided. The Board will then determine (via conference call or email vote) if a board proceeding should be scheduled. (subject to majority vote, exclusive of a single board member under consideration)
2. Discussion at Board Meeting. If the Board determines a vote is required, the board shall schedule the matter for discussion and action at a regularly scheduled EM4APPS Board meeting or conference call or special meeting as required.
3. Notice and Opportunity to Be Heard. The Chairman shall notify the delegate/member whose conduct is at issue of the fact and nature of the allegations, as well as the delegate/member's opportunity to provide the Board additional information relating to the allegations. Such notice shall occur at least one week prior to the Board Meeting at which the allegations will be discussed. The member may provide the Board information orally at the board meeting, or in writing at least 3 days prior to the Board meeting, at the discretion of the voting board. If information is to be provided orally, after
4. Completion or excusal by the board the member will be excused from the proceedings. In situations where the Board feels that conduct of a member is so egregious and further information is not required for deliberation "Notice and Opportunity to Be Heard" may be waived by the board -as voted by a majority of the board.
5. Board Deliberation and Discussion. After considering all of the information received, the Board may, by a two thirds vote, do one of the following:
 1. Find that no violation occurred and continue the member or board members membership in good standing.
 2. Depending on the severity of the violation(s) the board may:
 1. Censure the member or board member and provide warning that any further acts of misconduct will result in suspension or termination, or
 2. Suspend membership for a specified period, or
 3. Terminate the membership.
 3. Note: Votes will be sent via email to the chairman and the parliamentarian for counting and dual confirmation, individual votes will not be revealed, only the results in summary.
6. "Two Thirds Vote" shall be defined as being exclusive of any single board member if a board member is under deliberation. Abstentions will removed from the calculation of total votes
7. Censure, Suspensions and terminations shall be effective immediately.

a. Notice to Member. If the board determines that suspension or termination is appropriate, the parliamentarian will provide notice verbally or via email of its decision and the basis therefore to the member or board member.