

## **PMI Willamette Valley Bylaws**

Adopted February 1, 2014.

### **Article I – Name, Principal Office; Other Offices.**

#### Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Willamette Valley Chapter (hereinafter “the CHAPTER”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI<sup>®</sup>”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of the State of Oregon, USA. ALL Components formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. The CHAPTER shall meet all legal requirements in the jurisdiction(s) in which the CHAPTER conducts business or is incorporated/registered.

#### Section 3. Principal Office; Other Offices.

The principal office of the CHAPTER shall be located in Salem in the State of Oregon. The CHAPTER may have other offices such as Branch offices as designated by the CHAPTER Board of Directors.

### **Article II – Relationship to PMI.**

Section 1. The CHAPTER is responsible to the duly elected PMI<sup>®</sup> Board of Directors and is subject to all PMI<sup>®</sup> policies, procedures, rules and directives lawfully adopted.

Section 2. The bylaws of the CHAPTER may not conflict with the current PMI’s Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the CHAPTER’s Charter with PMI.

Section 3. The terms of the Charter executed between the CHAPTER and PMI<sup>®</sup>, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the CHAPTER shall be governed by and adhere to the terms of the Charter.

### **Article III – Purpose and Limitations of the CHAPTER.**

#### Section 1. Purpose of the CHAPTER.

- A. General Purpose. THE CHAPTER has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI<sup>®</sup>, and is dedicated to advancing the practice, science, and profession of project management in the Willamette Valley, Oregon, USA in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the CHAPTER and PMI, these Bylaws and the CHAPTER Operations Manual, the purposes of the CHAPTER shall include the following:
  - a) Our Mission: Encourage and facilitate education, certification, and professional growth in Project Management.
  - b) We support members seeking to achieve Project Management Certification or to expand their knowledge of the Project Management Profession through training events, networking with peers, contacts in the profession, and access to knowledge and resources in the field.
  - c) We encourage the growth and professional development of members through PMI events at the branch, chapter, regional, and national level.

Section 2. Limitations of the CHAPTER.

- A. General Limitations. The purposes and activities of the CHAPTER shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with CHAPTER Articles of Incorporation.
- B. Details of how to conduct and implement policy and procedures shall be set forth in a CHAPTER Operations Manual.
- C. The membership database and listings provided by PMI to the CHAPTER may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the CHAPTER, consistent with PMI policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- D. The officers and directors of the CHAPTER shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.
- E. Wherein new business, technological advances, or older versions of documents cause ambiguity between governing documents, the CHAPTER President shall seek advice from PMI, or its regional representative, and provide interpretation and direction to the Board. Any CHAPTER Board member may request a CHAPTER Board vote as to actions undertaken which are deemed interpretations, in said case. The CHAPTER Board has a duty to update documents in a timely manner to clarify all interpretations, which are recorded in the meeting minutes...

**Article IV – CHAPTER Membership.**

Section 1. General Membership Provisions.

- A. Membership in the CHAPTER requires membership in PMI®. The CHAPTER shall not accept as members any individuals who have not been accepted as PMI® members.

Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

- B. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the CHAPTER and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and CHAPTER membership dues to PMI and in the event that a member resigns or their membership is revoked for just cause, membership dues shall not be refunded by PMI or the CHAPTER.
- D. Membership in the CHAPTER shall terminate upon receipt of the member's written resignation from the CHAPTER to any member of the CHAPTER Board, failure to pay dues, or expulsion from membership for just cause.
- E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the CHAPTER. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the CHAPTER to PMI within such one month delinquent period.
- F. Upon termination of membership in the CHAPTER, the member shall forfeit any and all rights and privileges of membership.

Section 2. Classes and Categories of Members. The CHAPTER shall not create its own membership

categories. PMI Component membership categories shall be consistent with PMI membership categories.

#### **Article V – CHAPTER Board of Directors:**

Section 1. The CHAPTER shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Board shall consist of the officers of the CHAPTER elected by the membership and shall be members in good standing of PMI and of the CHAPTER. Terms of office for the Officers shall be two (2) years, limited to two (2) consecutive terms (four years) in the same position, and no more than three (3) consecutive terms (six years) on the Board in general. These positions are staggered so that half are elected each year. If there is no individual willing or able to fill a vacant position on the Board, an officer that has reached the term limit may fill the vacant position for one additional term. The current members of the CHAPTER Board must have had no qualified candidates who ran for the vacant position and a 2/3 majority vote by the CHAPTER Board to appoint the prior officer to the additional term, as detailed in this clause. Specific duties and responsibilities of each position shall be documented in the CHAPTER Operations Manual. The CHAPTER Operations Manual shall be reviewed and approved every two (2) years by the CHAPTER Board and does not require a membership vote to change. The CHAPTER Operations Manual does require a 2/3 majority vote by the CHAPTER Board to adopt any new section changes.

Section 3. All officers, after completing their last term of service, shall serve a six (6) month term in an advisory role for their former position without voting rights.

Section 4. The CHAPTER PRESIDENT shall be the chief executive officer for the CHAPTER and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The CHAPTER PRESIDENT shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

Section 5. The VP OF FINANCE shall oversee the management of funds for duly authorized purposes of the CHAPTER.

Section 6. The SECRETARY shall be responsible for overseeing the CHAPTER meeting minutes and making them available to the CHAPTER Board and, on request, to the CHAPTER MEMBERSHIP.

Section 7. Each Branch, as defined by Article X of these bylaws, shall be represented on the Board by a BRANCH PRESIDENT. If the BRANCH PRESIDENT is unable or unwilling to serve on the Board outside of Branch responsibilities, a proxy shall be appointed by the BRANCH PRESIDENT with Board approval by a 2/3 vote. The BRANCH PRESIDENT shall represent membership concerns, complaints, and desires from the geographic area served by the Branch. In addition to the requirements of all Board positions, the BRANCH PRESIDENT is required to attend at least one Branch-specific event per calendar quarter, excluding the months of June, July, and August. Should the Branch not hold an event, a social meeting with at least 10 Branch members in good standing may substitute as a Branch event. Only one social event may be substituted for a Branch event per calendar year to fulfill the attendance requirement.

Section 8. To hold an elected Board position, a person must be a member of the CHAPTER in good standing, meet the qualifications of the job description as described in the CHAPTER Operations Manual. The person is required to attend at least one CHAPTER or Branch event per calendar quarter, excluding the months of June, July, and August. Should the CHAPTER not hold an event, a social meeting with at least 10 CHAPTER members in good standing may substitute as an event. The CHAPTER PRESIDENT position is further restricted to have completed a two (2) year term as another Board position. At any time a person is limited to holding only one position as an officer of the CHAPTER.

Section 9. The Board shall exercise all powers of the CHAPTER, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, its charter with PMI, and the laws of the jurisdiction in which the

organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and PMI Bylaws and policies, and to exercise authority over all CHAPTER business and funds.

Section 10. The Board shall meet at the call of the CHAPTER PRESIDENT, or at the written request of three (3) members of the Board. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each member, except the CHAPTER PRESIDENT, shall be entitled to one (1) vote and may take part and cast their vote in CHAPTER business initiatives. The CHAPTER PRESIDENT shall only cast a vote in the event of a tie. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board. If necessary, parliamentary procedures will be adopted by CHAPTER Board and documented in the CHAPTER Operations Manual.

Section 11. The Board of Directors may declare a Board Member position to be vacant when a Board Member ceases to be a member in good standing of PMI or of the CHAPTER by reason of non-payment of dues, or where the Board Member fails to attend three (3) consecutive Board meetings. A Board Member may resign by submitting written notice to the CHAPTER PRESIDENT OR OTHER CURRENT BOARD MEMBER. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 12: A Board Member may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 13: If any Board Member position becomes vacant, the CHAPTER Board may appoint a successor by a two-thirds (2/3) vote to fill the office for the unexpired portion of the term for the vacant position. In the event the CHAPTER PRESIDENT is unable or unwilling to complete the current term of office, the BOARD MEMBER IN CHARGE OF PROGRAMS shall assume the duties and office of the presiding officer for the remainder of the term.

#### **Article VI – CHAPTER Nominations and Elections:**

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of the CHAPTER shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Background checks may be required by the Board before or during the call for candidate nominations. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. Elections may use one or a combination of the above voting methods as determined by the Nominating Committee, provided duplicate ballots by the same voter are disqualified. It is the duty of the Nominations Committee, or designated appointees, to ensure the highest quality voting process. Details of recommendations and examples of a voting process shall be in the CHAPTER Operations Manual. The method(s) selected by the Nominations Committee will be described when the elections are announced. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by CHAPTER members designated by the Board.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee. No current board member shall serve on the Nominating Committee.

Section 5: In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of candidates for PMI, Component or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

#### **Article VII – CHAPTER Committees:**

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority, duration, roles, and outcomes. Committees are responsible to the Board and shall report progress during Board meetings, as requested by the Board Member creating the agenda. Committee members shall be appointed from the membership of the organization. The CHAPTER officers and/or Directors can serve on the CHAPTER Committees, unless it specifically is restricted by the Bylaws.

Section 2. All committee members and a chairperson for each committee shall be appointed by the CHAPTER PRESIDENT with the approval of the Board

#### **Article VIII - CHAPTER Finance:**

Section 1. The fiscal year of the CHAPTER shall be from 1 January to 31 December.

Section 2. CHAPTER annual membership dues shall be set by the CHAPTER'S BOARD and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The CHAPTER Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI.

Section 5. The VP OF FINANCE may outsource specific tasks for accounting and financial duties to a qualified accounting firm or CPA. Outsourced tasks and cost of services shall be defined and approved by a majority vote of the Board.

#### **Article IX – Meetings of the Membership:**

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board.

Section 2. Special meetings of the membership may be called by the CHAPTER PRESIDENT, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the SECRETARY.

Section 3. Notice of all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 4. Notice of all special meetings shall be sent by the Board in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the

meeting.

Section 5. Quorum at all annual and special meetings of the CHAPTER shall be 8% of the voting membership in good standing, present and in person, or present via a webinar/video technology such that the member is identifiable and able to participate in the meeting.

Section 5. All meetings shall be conducted according to parliamentary procedures determined by the Board.

#### **Article X – Branches of the CHAPTER.**

Section 1. Establishing a Branch.

Upon written permission granted by PMI via the charter agreement, the Chapter shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter “Branch”) for the purpose of delivering its services locally. A Branch of CHAPTER shall be governed by these Bylaws and shall conduct its business in compliance with CHAPTER’s policies and procedures and its charter with PMI.

Section 2. Geographic Area

Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined of the Chapter.

Section 3. Distribution of Dues.

All CHAPTER’s dues & fees will be collected by PMI® on behalf of the CHAPTER and will be forwarded to CHAPTER. The CHAPTER will allocate funds to the Branch in accordance to the CHAPTER’s policies & procedures. A Branch shall not create its own membership or dues.

Section 4. The BRANCH PRESIDENT shall be an elected member of the CHAPTER’s Board of Directors. All other Branch positions shall be appointed by the BRANCH PRESIDENT with approval of the Board of Directors. Branch positions shall be defined in the CHAPTER Operations Manual. The BRANCH PRESIDENT shall have overall responsibility for Branch operational activities such as monthly meetings, training events, and professional development opportunities.

Section 5. Limitations: Branches shall abide by the limitations consistent with the CHAPTER’s charter agreement with PMI.

#### **Article XI - Inurement and Conflict of Interest:**

Section 1. No member of the CHAPTER shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the CHAPTER, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the CHAPTER shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the CHAPTER of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. CHAPTER may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of CHAPTER and any corporation, partnership, association or other organization in which one or more of the CHAPTER’s directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. disclosures include potential conflicts of interest, realized or not, and communication is in concurrence with the PMI Code of Ethics;
- B. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction;
- C. the board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
- D. The contract or transaction is fair to the CHAPTER and complies with the laws and regulations of the applicable jurisdiction in which the CHAPTER is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 4. All officers, directors, appointed committee members and authorized representatives of the CHAPTER shall act in an independent manner consistent with their obligations to the CHAPTER and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the CHAPTER has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

#### **Article XII - Indemnification:**

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the CHAPTER, acting in good faith and in a manner reasonably believed to be in the best interests of the CHAPTER, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the CHAPTER may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the CHAPTER, or is or was serving at the request of the CHAPTER as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

#### **Article XIII- Amendments:**

Section 1. These bylaws may be amended by

- 1) a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot where ballots are entered within thirty (30) days of the date by which members were notified of the ballot posted to the web site. Notice of proposed changes shall be provided to the membership at least thirty (30) days before the start of the voting timeframe;
- 2) by in-person vote after a presentation at an annual meeting of the CHAPTER duly called and regularly held where at least 10% of the membership is present and the vote is carried by a two-thirds (2/3) majority;
- 3) or by a two-thirds (2/3) majority vote of the voting membership in good standing voting by mail ballot returned within thirty (30) days of the date by which members can reasonably be

presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3. All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with the CHAPTER's Charter with PMI.

#### **Article XIV – Dissolution:**

Section 1. In the event that the CHAPTER or its governing officers failed to act according to these bylaws, its policies or all PMI<sup>®</sup> policies, procedures, and rules outlined in the charter agreement, PMI<sup>®</sup> has a right to dissolve the CHAPTER.

Section 2. In the event the CHAPTER failed to deliver value to its members as outlined in Chapter's business plan and without mitigated circumstance, the Component acknowledges that PMI<sup>®</sup> has a right to dissolve the CHAPTER, as per the terms of the Charter.

Section 3. In the event the CHAPTER is considering dissolving, the CHAPTER's members of the Board of Directors must notify PMI<sup>®</sup> in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4. Should the CHAPTER dissolve for any reason, its assets shall be dispersed to a charitable organization, other PMI component, or other not-for-profit organization with the applicable jurisdiction in which the CHAPTER is incorporated or registered at the time, as designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements and in concurrence with PMI's policies.