

Project Management Institute, Puget Sound Chapter Bylaws

Ratified: March 18, 2014

Contents

Article I - Name, Principal Office; Other Offices	1
Article II - Relationship to PMI®.....	1
Article III - Purpose and Limitations of the Puget Sound Chapter	2
Article IV -Puget Sound Chapter Membership	2
Article V -Puget Sound Chapter Board of Directors.....	3
Article VI -Puget Sound Chapter Nominations and Elections.....	4
Article VII -Puget Sound Chapter Committees	5
Article VIII - Puget Sound Chapter Finance	5
Article IX - Meetings of the Membership	5
Article X - Inurement and Conflict of Interest.....	6
Article XI - Indemnification:.....	6
Article XII - Amendments	7
Article XIII - Dissolution	7
Article XIV - Ratification.....	7
Article XV - Transition Addendum	8
Article XVI - Ratification.....	8
Article XVII Addendum- Eliminate Additional Board Member Titles & Branches Details.....	8

Article I - Name, Principal Office; Other Offices

Section 1. This organization shall be called the Project Management Institute, Puget Sound Chapter. This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter "PMI®") and separately incorporated as a non-profit, tax-exempt corporation organized under the laws of Washington State as a 501(c)(6) corporation.

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

Section 3. The principal office of the Puget Sound Chapter shall be located in Greater Seattle Area in the State of Washington. The Puget Sound Chapter may have other offices such as Branch offices as designated by the Puget Sound Chapter Board of Directors.

Article II - Relationship to PMI®

Section 1. The Puget Sound Chapter is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted as well as Puget Sound Chapter policies, procedures, rules and directives adopted by the Chapter.

Section 2. The bylaws of the Puget Sound Chapter may not conflict with the current PMI® Bylaws and all policies,

**PROJECT MANAGEMENT INSTITUTE
PUGET SOUND CHAPTER BYLAWS**

procedures, rules or directives established or authorized by PMI® as well as with the Puget Sound Chapter's Charter with PMI®.

- Section 3. The terms of the Charter executed between the Puget Sound Chapter and PMI®, 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 Puget Sound Chapter shall be governed by and adhere to the terms of the Charter.

Article III - Purpose and Limitations of the Puget Sound Chapter

Section 1. Purpose of the Puget Sound Chapter.

- A. General Purpose. THE Puget Sound Chapter has been founded as a non-profit, tax exempt corporation chartered by PMI®, and is dedicated to the profession of Project management by creating a culture and community that facilitates professional growth through education and volunteerism.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the Puget Sound Chapter and PMI® and these Bylaws, the purposes of the Puget Sound Chapter shall include the following:
 - a)Creating opportunities for development and learning in project management
 - b)Providing programs and services to the Project Management community
 - c)Promoting project management, certification, PMI®, and project management professionalism to the community
 - d)Maintaining a sustainable Puget Sound Chapter.

Section 2. Limitations of the Puget Sound Chapter.

- A. General Limitations. The purposes and activities of the Puget Sound Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Puget Sound Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI® to the Puget Sound Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Puget Sound Chapter, consistent with PMI® policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the Puget Sound 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® Bylaws, policies, practices, procedures, and rules; Puget Sound Chapter policies, and applicable law.

Article IV –Puget Sound Chapter Membership

Section 1. General Membership Provisions

- A. Membership in the Puget Sound Chapter requires membership in PMI®. The Puget Sound 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, gender, 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 Puget Sound Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not

**PROJECT MANAGEMENT INSTITUTE
PUGET SOUND CHAPTER BYLAWS**

limited to the PMI® Code of Conduct.

- C. All members shall pay the required PMI® and Puget Sound 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 Puget Sound Chapter.
- D. Membership in the Puget Sound Chapter shall terminate upon the member's resignation, 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 Puget Sound Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the Puget Sound Chapter to PMI® within such one month delinquent period.
- F. Upon termination of membership in the Puget Sound Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. Any members in good standing of the Puget Sound Chapter may vote and hold office.

Section 2. Classes and Categories of Members

The Puget Sound Chapter shall not create its own membership categories. PMI® Component membership categories shall be consistent with PMI® membership categories.

Article V – Puget Sound Chapter Board of Directors

- Section 1. The Puget Sound 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.
- Section 2. The Board shall consist of officers of the Puget Sound Chapter elected by the membership and shall be members in good standing of PMI® and of the Puget Sound Chapter. Terms of office for the Officers shall be 2 years, limited to 1 term in the same position. The Board may appoint non-voting Directors at will to accomplish the functions of the Puget Sound Chapter.
- Section 3. The President shall be the chief executive officer for the Puget Sound Chapter and of the Board, and shall perform such duties as are customary for presiding officers. The President shall also serve as a member ex-officio with the right to participate and vote on all committees except Nominating Committee.
- Section 4. The Vice President Finance shall oversee the management of funds for duly authorized purposes of the Puget Sound Chapter.
- Section 5. The Vice President Operations shall maintain Chapter Policies and Procedures, manage volunteers, keep meeting records and provide the membership with summary Chapter information.
- Section 6. Additional Board positions required to effectively run the Chapter as defined in the Chapter's Governance Guidelines (available on the PSPMI website) will be duly elected by the membership.
- Section 7. The Past President provides context and historical references to the Board. The Past President may only cast tie breaking votes within the Board, and Chairs the Nominating Committee, overseeing the Nominating Process for Board Members.
- Section 8. The Board shall exercise all powers of the Puget Sound 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,

**PROJECT MANAGEMENT INSTITUTE
PUGET SOUND CHAPTER BYLAWS**

procedures and rules as may be necessary and consistent with these bylaws and PMI® Bylaws and policies, and to exercise authority over all Puget Sound Chapter business and funds.

- Section 9. The Board shall meet at the call of the 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 Board member shall be entitled to one (1) vote. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with the parliamentary procedures determined by the Board.
- Section 10. The Board of Directors may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI® or of the Puget Sound Chapter by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings without appropriate excuse. An officer may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the President of the written notice.
- Section 11. An officer 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 12. If any officer position, other than the President, becomes vacant, the President may nominate a successor to fill the office for the unexpired portion of the term for the vacant position. The Board must approve the appointment with a simple majority vote. In the event the President is unable or unwilling to complete the current term of office, the current Board, led by the Past-President, will nominate and elect, by a simple majority vote, a replacement from the existing Board members to assume the duties and office of President for the remainder of the term.

Article VI – Puget Sound Chapter Nominations and Elections

- Section 1. The nomination and election of officers shall be conducted annually in accordance with the terms of office specified in Article V, Section 2. All voting members in good standing of the Puget Sound 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 July following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.
- Section 3. The Nominating Committee is responsible for preparing a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. The Nominating Committee will be made up of Past President of the Puget Sound Chapter, and at least one Puget Sound Chapter Member in good standing with the Chapter. The Past-President will chair the Nominating Committee. Current Board members can not be part of the Nominating Committee unless the Past-President or President are themselves seeking another board position. No member of the Nominating Committee can themselves be running for office. In the event that the Past-President or the President are themselves running for office, the board shall appoint from their members someone to lead the Nominating Committee, as long as the selection is someone not seeking another Board position.
- Section 4. Candidates for the position of President must be a Chapter member in good standing. They must have served on the Puget Sound Chapter Board in a Board position for at least one full term of office.
- Section 5. Candidates for the position as a Board member must be a Chapter member in good standing.
- Section 6. Elections for the following offices will be held on odd numbered years: President, Vice President

**PROJECT MANAGEMENT INSTITUTE
PUGET SOUND CHAPTER BYLAWS**

Operations. No candidate can resign one elected position to be nominated for another elected position. Elections governance & timing for all other Board positions will be maintained in the Chapter's Governance Guidelines (available on the PSPMI website).

- Section 7. Elections shall be conducted by electronic vote in compliance with the legal jurisdiction. The elections will be held for a minimum of 14 days. The candidate who receives a majority of votes cast for each office shall be elected.
- Section 8. In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or the Puget Sound Chapter may be used to support the election of any candidate or group of candidates for PMI®, Puget Sound Chapter 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 Puget Sound Chapter Nominating Committee, or other applicable body designated by the Puget Sound Chapter, will be the sole distributor(s) of all election materials for Puget Sound Chapter elected positions. Candidates participating in unauthorized activities may be removed from candidacy by a majority vote of the Nominating Committee.

Article VII – Puget Sound Chapter Committees

- Section 1. Officers of the Board may each authorize the establishment of standing or temporary committees to advance the purposes of their components of the organization. The Officer shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the individual Officer. Committee members may or may not be Chapter members.

Article VIII – Puget Sound Chapter Finance

- Section 1. The fiscal year of the Puget Sound Chapter shall be from 1 July to 30 June.
- Section 2. Puget Sound Chapter annual membership dues including student membership dues shall be set by the Puget Sound Chapter's Board and communicated to PMI® in accordance with policies and procedures established by PMI®.
- Section 3. The Puget Sound 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®.

Article IX – Meetings of the Membership

- Section 1. An annual meeting of the membership will be held at a date and location to be determined by the Board for the purpose of an annual reporting to the Puget Sound Chapter membership of Puget Sound Chapter financial and operational status.
- Section 2. Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President.
- Section 3. Notice of the annual meeting 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 first be approved by the President and sent by the Board at least 30 days 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.

**PROJECT MANAGEMENT INSTITUTE
PUGET SOUND CHAPTER BYLAWS**

- Section 5. Chapter members, or groups of members, may meet under the name of the Chapter at any time or place as long as approval of the meeting is obtained from the President who will notify the Board of Directors.
- Section 6. Quorum at all annual and special meetings of the Puget Sound Chapter shall be those members in good standing, present and in person. Any voting at such meetings will be decided by a simple majority vote.

Article X – Inurement and Conflict of Interest

- Section 1. No member of the Puget Sound Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Puget Sound Chapter, except as otherwise provided in these bylaws.
- Section 2. No officer, director, appointed committee member or authorized representative of the Puget Sound Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Puget Sound 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. Puget Sound Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Puget Sound Chapter and any corporation, partnership, association or other organization in which one or more of Puget Sound 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. 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;
 - B. 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;
 - C. the contract or transaction is fair to Puget Sound Chapter and complies with the laws and regulations of the applicable jurisdiction in which Puget Sound 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 Puget Sound Chapter shall act in an independent manner consistent with their obligations to the Puget Sound 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 Puget Sound 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 XI – Indemnification:

- Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the Puget Sound Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Puget Sound 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

**PROJECT MANAGEMENT INSTITUTE
PUGET SOUND CHAPTER BYLAWS**

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 Puget Sound 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 Puget Sound Chapter, or is or was serving at the request of the Puget Sound 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 XII – Amendments

- Section 1. These bylaws may be amended by a two-thirds (2/3) affirmative vote of the electronic ballots cast by members in good standing. The Bylaws will be available for electronic review for a minimum of 30 days, after which an electronic vote will be available for a minimum of 14 days.
- 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® Bylaws and the policies, procedures, rules and directives established by the PMI® Board of Directors, as well as with the Puget Sound Chapter's Charter with PMI®.

Article XIII – Dissolution

- Section 1. In the event that the Puget Sound Chapter or its governing officers failed to act according to these bylaws, its policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the Puget Sound Chapter.
- Section 2. In the event the Puget Sound Chapter fails to deliver value to its members as outlined in Puget Sound Chapter's business plan and without mitigated circumstances, the Puget Sound Chapter acknowledges that PMI® has a right to dissolve the Puget Sound Chapter, as per the terms of the Charter.
- Section 3. In the event the Puget Sound Chapter is considering dissolving, the Puget Sound Chapter's members of the Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI®'s policy.
- Section 4. Should the Puget Sound Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Article XIV – Ratification

2009 Updates

Approved by the Chapter Board: September 29, 2009

Approved by PMI®: October 5, 2009 by

John C. Huggett, PMIT Component & Community Relations Administrator,
Project Management Institute, Inc.
Four Campus Boulevard, Newtown Square, PA 19073-3299 USA

**PROJECT MANAGEMENT INSTITUTE
PUGET SOUND CHAPTER BYLAWS**

Phone: 610-356-4600 ext. 5039

Approved by Chapter Membership: January 31, 2010

Article XV – Transition Addendum

- Section 1. This addendum provides transition between the board structure under the previous Bylaws and the structure outlined in these new Bylaws. This time period for this addendum will be from the date of passage by the Puget Sound Chapter membership and July 1, 2015.
- Section 2. On July 1, 2013, Annette Suh will assume the role as President for a two-year term, Morgan Higham, will become Past-President. On July 1, 2013 Chiran Sarkar will assume the role of VP Operations, and will serve a two-year term. A Puget Sound PMI Member still to be identified will assume the interim role of Vice President Finance until June 30, 2014.
- Section 3. By March 31, 2014, elections will be held for a two-year term for the position of Vice President Finance. The individual elected to all of the positions will assume their role on July 1, 2014. The period between the election and July 1st, 2014 is for transition to the new roles and responsibilities.
- Section 5. By March 31, 2015, elections will be held for two-year terms for the positions of President and Vice President of Operations. The individuals elected to these positions will assume their role on July 1, 2015.

Article XVI – Ratification

2014 Updates

Approved by the Chapter Board: January 7, 2014

Approved by PMI®: February 12, 2014 by

April Burton, PMIT Component & Community Relations Administrator,
Project Management Institute, Inc.
Four Campus Boulevard, Newtown Square, PA 19073-3299 USA
Phone: 610-356-4600 ext. 5039

Approved by Chapter Membership: March 18, 2014

Article XVII Addendum – Eliminate Additional Board Member Titles & Branches Details

- Section 1. This addendum provides for a change in the board structure under the previous Bylaws as the new structure outlined in these new Bylaws under Section V. This change is to reflect removal of additional VP positions as being required positions for the board with the exception of President, Past President, VP Operations and VP Finance, referencing additional positions in the Chapter’s Governance Guidelines (available on the PSPMI website). The section on Branches has also been removed as the Puget Sound Chapter does not have branches at this time. This time period for this addendum will be from the date of passage by the Puget Sound Chapter membership on xx xx, 2014.