

Project Management Institute, Puget Sound Chapter

BYLAWS

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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.

Section 2.

The bylaws of the Puget Sound Chapter may not conflict with the current PMI® Bylaws and all policies, 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 nonprofit, 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:

- Creating opportunities for development and learning in project management.
- Providing programs and services to the Project Management community.
- Promoting project management, certification, PMI®, and project management professionalism to the community.
- 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 nonprofit 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 Chapter and shall perform their duties in accordance with the Chapter's governing documents; its Charter Agreement; PMI's® 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 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 PMI Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Puget Sound PMI 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 on Puget Sound Chapter Elections and process that requires members approval.

Section 2.

The Puget Sound Chapter shall not create its own membership categories. Puget Sound Chapter 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 nonprofit corporation.

Section 2.

The Board shall consist of officers of the Puget Sound Chapter elected by the members in good standing with PMI® and with the Puget Sound Chapter. Terms of office for the Officers shall be two (2) years, limited to two (2) consecutive terms in the same position and no more than five (5) consecutive terms on the Board in general. These positions are staggered so that half are elected each year.

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 of Finance shall oversee the management of funds for duly authorized purposes of the Puget Sound Chapter.

Section 5.

The Vice President of Operations shall maintain Chapter policies and procedures, provide governance guidelines and administrative support, manage volunteers, and keep Board meeting and business meeting records.

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 Puget Sound PMI Chapter members and all positions are bound by these bylaws, PMI® bylaws, and PSPMI policies and procedures.

These additional board positions may include, but are not limited to, the following positions:

Vice President of Membership & Community, Vice President of Education, Vice President of Programs, Vice President of Communications, Vice President of Marketing, Vice President of Technology, and Vice President of Partnership.

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, 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 and this cannot be delegated to another Chapter officer (who might be replacing the Board member for any reason). 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 nonpayment 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 or Director at Large 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 at an official meeting of the membership, or by a two thirds (2/3) vote of the Board.

Section 12.

If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Past-President shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

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 this Bylaws. 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 two (2) Puget Sound Chapter Members in good standing with the Chapter. The Past President will chair the Nominating Committee. Current Board members cannot 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. 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. 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 tellers designated by the Board.

Section 4.

Candidates for the position as a Board member must be a Chapter member in good standing.

Section 5.

Elections for the following offices will be held on odd numbered years: President, Vice President Operations. No candidate can resign one elected position to be nominated for another elected position. Election's governance & timing for all other Board positions will be maintained in the Chapter's Governance Guidelines (available on the PSPMI website).

Section 6.

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.

Article VII – Puget Sound 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, and outcomes. Committees are responsible to the Board. Committee members may or may not be Chapter members if the Board approves. The Puget Sound officers and/or Directors can serve on the Puget Sound 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 President with the approval of the Board.

Article VIII – Puget Sound Chapter Finance

Section 1.

The fiscal year of the Puget Sound Chapter shall be from 1 January to 31 December.

Section 2.

Puget Sound Chapter annual 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 D. 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. 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 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. Notice of all special meetings shall first be approved by the President and sent by the Board to the membership with reasonable advance notice to allow them the opportunity to participate in the meeting. 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 3.

Quorum at all annual and special meetings of the Puget Sound Chapter shall be those members in good standing, present. Any voting at such meetings will be decided by a simple majority vote.

Section 4. All meetings shall be conducted according to parliamentary procedures determined by the Board

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 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, nonprofit 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) vote of the voting membership in good standing voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the Puget Sound Chapter duly called and regularly held; or by a two-thirds (2/3) 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® 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 revoke the Puget Sound Chapter Charter and require the chapter to seek dissolution.

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 revoke the Puget Sound Chapter Charter and require the chapter to seek dissolution.

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.

Section 5. Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.