

Bylaws Of

**Project Management Institute – Orange County
Chapter, Inc.**

A Nonprofit Mutual Benefit Corporation

Proposal on behalf of PMI-OC Board: May 2009.

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute – Orange County Chapter, Inc. (hereinafter PMI-OC). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter PMI®) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of California. All Components formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. Principal Office; Other Offices.

The principal office of the Chapter shall be located in Irvine, California in the State of California. PMI-OC may have other offices such as Branch offices as designated by PMI-OC Board of Governors.

Article II – Relationship to PMI.

Section 1. PMI-OC is responsible to the duly elected PMI® Board of Governors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

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

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

Article III – Purpose and Limitations of PMI-OC.

Section 1. Purpose of PMI-OC

- A. General Purpose. The Chapter has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in Orange County, California in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between PMI-OC and PMI and these Bylaws, the purposes of PMI-OC shall include the following:
 - 1) To advance the practice and profession of Project Management;
 - 2) To encourage and facilitate education, certification, and professionalism in Project Management;
 - 3) To provide a forum for discussion and examination of problems, solutions, applications, and ideas related to the management of projects;
 - 4) To disseminate, within the primary area of operation of PMI-OC, information regarding developments in project management; and
 - 5) To operate a Professional Association within the meaning of Section 23701e of the California Revenue and Taxation Code.

Section 2. Limitations of PMI-OC.

- A. General Limitations. The purposes and activities of PMI-OC shall be subject to limitations set

forth in the charter agreement, these Bylaws, and conducted consistently with PMI-OC Articles of Incorporation.

- B. The membership database and listings provided by PMI to PMI-OC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMI-OC, 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.
- C. The Officers and Governors of PMI-OC 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.

Article IV – Chapter Membership.

Section 1. General Membership Provisions.

- A. Membership in PMI-OC requires membership in PMI®. PMI-OC 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 PMI-OC and all policies, procedures, rules and directives lawfully made there under, 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 PMI-OC.
- D. Membership in PMI-OC 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 PMI-OC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and PMI-OC to PMI within such one month delinquent period.
- F. Upon termination of membership in PMI-OC, the member shall forfeit any and all rights and privileges of membership.
- G. Only those members in good standing at the end of the previous month can vote and hold office.

Section 2. Classes and Categories of Members. PMI-OC shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.

Article V – Board of Governors

Section 1. PMI-OC shall be governed by a Board of Governors (hereinafter 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 the Governors of PMI-OC elected by the membership and shall be members in good standing of PMI and of PMI-OC. Terms of office for the Governors shall be two (2)

years, limited to two (2) consecutive terms in the same position, and no more than three (3) consecutive terms on the Board in general. These terms are staggered so that one half of the elected Governors are elected each year. If there is no individual willing or able to fulfill an open position on the Board due to this limit, that expiring officer may be re-elected for one additional term by a majority vote.

Section 3. The Officers of PMI-OC shall be the President, Vice President of Finance, and Vice President of Administration, VP of Operations, VP of Communications, and VP of Strategy. PMI-OC shall have, at the discretion of the Vice Presidents, such other appointed, non-voting Officers as authorized by the Board. Neither the Vice President of Administration nor the Vice President of Finance may serve concurrently as the President. All position assignments on the Board will be determined by the members of the Board from the six elected and voting officers.

Section 4. The President shall be the chief executive Officer for PMI-OC and of the Board, and shall perform such duties as are customary for presiding Officers, including making all required appointments to advise the Board. The President shall perform all acts required or authorized by PMI-OC Bylaws and shall have such other powers and duties as may be assigned by the Board. The President shall ensure compliance with PMI-OC bylaws.

The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee. On these committees, the President shall perform all acts required or authorized by PMI-OC Bylaws and shall have such other powers and duties as may be assigned by the Board. The President shall ensure compliance with PMI-OC bylaws.

Section 5. The Vice President, Administration will act at the direction and guidance of the President to maintain adequate records of all PMI-OC proceedings, actions, and business meetings of the Chapter and meetings of the Board, have responsibility for the accountability of Board and Chapter Documents. The VP Administration shall be responsible for conducting and certifying the results of all Chapter and Board votes and elections.

Section 6. The Vice President, Finance shall oversee the management of funds for duly authorized purposes of PMI-OC. The VP Finance will act at the direction and guidance of the President to oversee the management of funds for duly authorized purposes of the Chapter, have charge and custody of all financial assets and records of the Chapter and file all required tax returns and financial reports.

Section 7. The Vice President, Operations will act at the direction and guidance of the President to oversee the Operational Activities of the Chapter. These may include the areas of responsibility associated with Programs, Education Development and External Collaboration.

Section 8. The Vice President, Communications will act at the direction and guidance of the President to oversee the Communications Activities of the Chapter. These may include the areas of responsibility associated with Information Technology, Internal Marketing and Membership.

Section 9. The Vice President, Strategy will act at the direction and guidance of the President to oversee the development and implementation of strategic goals and initiatives that will support the chapter's continued development to meet the stated purpose of the organization.

Section 10.

- a) Each Governing Board member is responsible for the definition and maintenance for their positions and their subordinate organizations as outlined in the Chapter Operations Manual, along with any other documentation deemed necessary by the Board to support the ongoing Operations of the Chapter.
- b) The Board shall exercise all powers of PMI-OC, 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 PMI-OC business and funds.
- c) President and all Vice Presidents shall perform any additional responsibilities deemed necessary by the Board to support the ongoing functions of PMI-OC.

Section 11. 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 member shall be entitled to one (1) vote and may not vote by proxy. 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.

Section 12. Vice Presidents shall not be compensated for their normal activities associated with membership on the Board of Governors. Vice Presidents or Members who perform special duties on behalf of PMI-OC may be reimbursed for normal expenses incurred in those activities as approved by the Board.

Section 13. The Board shall declare an office to be vacant where a Governor ceases to be a member in good standing of PMI or the chapter. The Board may declare an office to be vacant where by a Governor

- 1) Fails to attend two (2) consecutive Board meetings, or
- 2) Fails to attend three (3) consecutive Chapter meetings, or
- 3) Consistently fails to meet the obligations of his or her office, or
- 4) There is any other just cause in connection with the affairs of the organization.

A member of the Board 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 Board of the written notice.

Section 14: The President or a Vice President may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of PMI-OC membership present and in person at an official meeting of PMI-OC general membership, or by a two-thirds (2/3) vote of the Board of Governors.

Section 15: If any Vice President 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 Vice President of Operations shall assume the duties and office of the President for the remainder of the term.

Article VI – Chapter Nominations and Elections:

Section 1. The nomination and election of Officers and Governors 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 PMI-OC shall have the right to vote in the election. Voting shall be open to all eligible members without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

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

Section 3. Each year, the President shall appoint a Nominating Committee composed of members of the PMI-OC. The Nominating Committee shall prepare a slate containing at least one nominee for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 4 Elections shall be conducted: (a) during an annual or special meeting of the membership, or (b) by written or electronic ballot to all voting members. Ballots shall be certified by 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 and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. PMI-OC Officers and/or Governors can serve on be on the Chapter Committees, unless it specifically is restricted by the Bylaws.

Article VIII - Chapter Finance:

Section 1. The fiscal year of PMI-OC shall be from April 1 to March 31.

Section 2. PMI-OC annual membership dues shall be set by the Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. PMI-OC 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 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 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 all annual meetings shall be sent by the Board to all members at least 45 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 PMI-OC shall be those members in good standing, present and in person.

Section 6. 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 PMI-OC shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of PMI-OC, except as otherwise provided in these bylaws.

Section 2. No Officer, Vice President, appointed committee member or authorized representative of PMI-OC shall receive any compensation, or other tangible or financial benefit for service to PMI-OC. However, the Board may authorize payment by PMI-OC of actual and reasonable expenses incurred by an Officer, Vice President, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. PMI-OC may engage in contracts or transactions with members, elected Officers or Governors of the Board, appointed committee members or authorized representatives of PMI-OC and any corporation, partnership, association or other organization in which one or more of PMI-OC's Governors, Officers, appointed committee members or authorized representatives are: Governors 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 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 Governors who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to PMI-OC and complies with the laws and regulations of the applicable jurisdiction in which PMI-OC is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board..

Section 4. All Officers, Governors, appointed committee members and authorized representatives of PMI-OC shall act in an independent manner consistent with their obligations to PMI-OC and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All Officers, Governors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which PMI-OC 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, Vice President, committee member, or authorized representative of PMI-OC, acting in good faith and in a manner reasonably believed to be in the best interests of PMI-OC, 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, PMI-OC may purchase and maintain liability insurance on behalf of any person who is or was a Vice President, Officer, employee, trustee, agent or authorized representative of PMI-OC, or is or was serving at the request of PMI-OC as a Vice President,

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 three fifths (3/5) vote of the voting membership in good standing voting by electronic ballot, present at an annual or special meeting of PMI-OC duly called and regularly held; or by a three fifths (3/5) vote of the voting membership in good standing voting by mail ballot returned within forty-five (45) 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 forty-five (45) 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, as well as with PMI-OC's Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that PMI-OC or its governing Officers failed to act according to this bylaws and PMI-OC's or all PMI policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the Chapter.

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

Section 3. In the event PMI-OC is considering to dissolve the Chapter. PMI-OC's members of the Board of Governors must notify PMI in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4. Should PMI-OC 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.