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PROJECT MANAGEMENT INSTITUTE
PORTLAND CHAPTER

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Article I – Name, Principal Office and Relationship to PMI®:

Section 1. This organization shall be called the Project Management Institute, Portland Chapter, (hereinafter “the Chapter”). This organization is a Chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI®”) and separately incorporated as a non-profit, tax-exempt corporation organized under the laws of the State of Oregon.

Section 2. The principal office of the Chapter shall be located in the Portland, Oregon metro area.

Section 3. The Chapter is responsible to the duly elected PMI Board of Directors and is subject to all PMI policies, procedures, and directives lawfully adopted.

Section 4. The Chapter shall meet all legal requirements in the jurisdiction(s) in which the Chapter conducts business or is incorporated and or registered.

Section 5. The bylaws of the Chapter may not conflict with the current PMI Bylaws and all policies, procedures, rules or directives established or authorized by the PMI Board of Directors as well as with the Chapter’s Charter with PMI.

Section 6. The terms of the Charter executed between the Chapter and PMI, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

Article II - Purpose:

The Chapter's mission is to promote the profession of project management by creating a culture and community that facilitates professional growth through education and volunteerism.

The Chapter’s vision is to be the innovative leader in the region for advancing project management, making organization more competitive. We are a responsive and collaborative center of excellence promoting ethics, quality, knowledge, skills, integrity, and leadership.

Article III - Membership:

Section 1. Membership in this organization is voluntary and shall be open to any eligible persons 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.

Section 2. Chapter membership requires membership in PMI. The Chapter shall not accept as members, any individuals who have not been accepted as PMI members, and shall not create its own membership categories.

Section 3. Members in good standing with PMI and the Chapter can vote and hold office.

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Section 4: 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.

Section 5: All members shall pay the required PM and Component membership dues to PMI and in the event that a member resigns, membership dues shall not be refunded by PMI or the Chapter.

Section 6: Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.

Section 7: Members who fail to pay the required dues for one (1) month shall be delinquent 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.

Section 8: Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.

Section 9. 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.

Article IV – Officers:

Section 1. The Chapter shall have 10 elected, voting officers and the Past President to serve in the following positions – shown in the order of succession:

1. President
2. President Elect
3. Vice President – At large
4. Secretary
5. Vice President - Finance
6. Vice President - Operations
7. Vice President - Marketing & Outreach
8. Vice President – Professional Development
9. Vice President - Programs
10. Vice President – Membership
11. Past President

All officers shall be members in good standing of PMI and of the Chapter. Officers shall be eligible to serve only two consecutive elected, one-year terms in the same office.

Section 2. The President shall be the chief executive officer (CEO) 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 President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

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Section 3. The President Elect shall prepare for and plan to serve as President for the following year and act for the President in his or her absence. The President Elects also participates as a member of the nominating Committee.

Section 4. The Vice President, At Large shall serve as the members ombudsman advocating concerns, temporarily assist others Board members as their workloads require, temporarily fill in for other Board members when they are not able to perform their duties and assist or direct special projects as required.

Section 5. The Secretary shall oversee and review the preparation and retention of all non-financial Chapter records.

Section 6. The Vice President, Finance shall manage funds for duly authorized purposes of the Chapter and acts as Chief Financial Officer (CFO).

Section 7. The Vice President, Operations shall direct and oversee the daily operation activities for the Chapter.

Section 8. The Vice President, Marketing & Outreach shall coordinate and manage a corporate sponsorship program and marketing plan that supports the Chapter's vision, mission and goals.

Section 9. The Vice President, Professional Development shall set overall direction and quality for professional development opportunities for the Chapter members to include developing and maintaining a program(s) to assist the members of the Chapter in attaining certification..

Section 10. The Vice President, Programs shall plan, schedule and manage monthly chapter dinner meetings to include programs related to project management presented at the chapter meetings..

Section 11. The Vice President, Membership shall promote chapter activities, events and membership services to include soliciting feedback from members on satisfaction with Chapter programs.

Section 12. The Past President shall assist or direct special projects as required, acts as advisor to the president and chairs the Nominating Committee.

Article V – Board of Directors:

Section 1. The Chapter shall be governed by an elected 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 the officers of the Chapter and has 10 positions (see Article IV, section 1). The VP at Large position is an elected position by the membership. Any VP at Large shall be a member in good standing of PMI and of the Chapter. Term of office for the VP at Large shall be the same as other elected positions (see Article IV, section 1).

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Section 3. The Board shall exercise all powers of the Chapter, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, 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 4. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board directed to the President. 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 take part and vote in person only. 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 5. The Board of Directors shall declare an officer position to be vacant when an officer ceases to be a member in good standing of PMI or of the Chapter by reason of non-payment of dues. The Board of Directors may declare an officer position to be vacant when the officer fails to attend two (2) consecutive Board meetings. 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 Board of the written notice.

Section 6. 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 Chapter members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 7. If any officer position becomes vacant, the Board may appoint a successor to the fill the office for the unexpired portion of the term for the vacant position

Article VI – 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 V, Section 3 and Article IV, Section 1. 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, and creed, gender, age, marital status, and national origin, religion physical or mental disability, for 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 (July 1 through June 30) or until their successors have been qualified and elected, whichever is shorter.

Section 3. The Past President shall prepare a slate containing nominees 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 Past President or the Board. Elections shall be conducted by mail ballot to all voting members in good standing. The candidate who received a majority of votes cast for each office shall be elected. Ballots shall be counted by the Past President or by tellers designated by the Board.

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Article VII – 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.

Section 2. The Officer to whom the committee will report shall appoint all committee members, and a chairperson for each committee. Committee members may be appointed from the membership of the organization.

Article VIII - Finance:

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

Section 2. Annual membership dues, including student membership dues, shall be set by the Board, and communicated to PMI in accordance with policies and procedures established by the PMI Board of Directors.

Section 3. The 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 and remitted to the Chapter.

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 and special 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. 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 Chapter President.

Article X – Inurement and Conflict of Interest:

Section 1. No member of the Chapter shall receive any pecuniary gain, benefit or profit,

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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. The Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the 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. 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 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 XI - 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.

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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 XII- Amendments:

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the 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 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 of Directors, as well as with the Chapter's Charter with PMI.

Article XIII – Dissolution:

Section 1. Should the 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:

Approved by the Chapter Membership at annual meeting on May 24, 2005.

This certifies that this version of the PMI Portland Chapter Bylaws was approved on 24 May 2005 in accordance with Bylaw Article XI.

Original Signed by Connie Plowman, PMP

Connie Plowman, Chapter President, PMI Portland Chapter