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Article I – Name, Principal Office; Other Offices

Section 1. Name/Non-Profit Incorporation

This organization shall be called the Project Management Institute, Portland Chapter (hereinafter “the Portland 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 (or equivalent) organized under the laws of the State of Oregon. All Chapters formed within the United States must be incorporated as 501(c) (6) organizations.

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

Section 3. Principal Office; Other Offices

The principal office of the Portland Chapter shall be located in the Portland metro area in the State of Oregon. The Portland Chapter may have other offices such as branch offices as designated by the Portland Chapter Board of Directors.

Article II – Relationship to PMI

Section 1. The Portland 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 Portland Chapter may not conflict with PMI’s current bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the Portland Chapter’s Charter with PMI.

Section 3. The terms of the Charter executed between the Portland 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 Portland Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the Portland Chapter

Section 1. Purpose of the Portland Chapter

- A. General Purpose. The Portland Chapter has been founded as a non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and 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 Portland Chapter and PMI and these bylaws, the purposes of the Portland Chapter shall include the following:
 - a) To provide education and training opportunities to the Portland Chapter membership and the project management community in the Portland metro area.
 - b) To foster professionalism in the management of projects.

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- c) To promote the project management profession in the Portland metro area.
- d) To provide mentoring to those dedicated to a career in project management.
- e) To educate and promote the body of knowledge of project management.
- f) To provide networking opportunities to PMI members and any and all who collaborate with the project management community.

Section 2. Limitations of the Portland Chapter

- A. General Limitations. The purposes and activities of the Portland Chapter shall be subject to the limitations set forth in the Charter, these bylaws, and conducted consistently with the Portland Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the Portland Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Portland 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 Portland Chapter shall be solely accountable for the planning and operations of the Portland Chapter, and shall perform their duties in accordance with the Portland Chapter's governing documents, its Charter, PMI's Bylaws, policies, practices, procedures, and rules, and applicable law.

Article IV – Chapter Membership

Section 1. General Membership Provisions

- A. Membership in the Portland Chapter requires membership in PMI®. The Portland 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 Portland Chapter and all policies, procedures, rules and directives lawfully made hereunder, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and Portland Chapter membership dues to PMI. In the event that a member resigns, or their membership is revoked for just cause, membership dues in whole or in part shall not be refunded by PMI or the Portland Chapter.
- D. Membership in the Portland 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 Portland Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Portland Chapter to PMI within one month of the delinquent period.
- F. Upon termination of membership in the Portland Chapter, the member shall forfeit any and

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all rights and privileges of membership.

- G. Only members in good standing with PMI and the Portland Chapter can vote and hold elected or director-level appointed office.

Section 2. Classes and Categories of Members

The Portland Chapter shall not create its own membership categories. Portland Chapter membership categories shall be consistent with PMI membership categories.

Article V – Chapter Board of Directors

Section 1. The Portland 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 Portland Chapter elected by the membership and shall be members in good standing of PMI and of the Portland Chapter. Terms of office for the Officers, except the President, President Elect, and Immediate Past President, shall be two years with an option to extend a second term in the same position without re-election, limited to two consecutive terms in the same position, with a limit of eight consecutive years on the Board in general. A President Elect shall be elected each year to serve a three-year term with the first being President Elect, the second being President and the third being Immediate Past President. Terms of office start on July 1 and end on June 30 of the following year.

Section 3. The President shall act as the chief executive officer for the Portland 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 participate and vote on all committees excluding the Nominating Committee.

Section 4. The Secretary shall keep the records of all business meetings of the Portland Chapter and meetings of the Board and the Executive Committee. The Secretary shall oversee and review the preparation and retention of all nonfinancial Portland Chapter records.

Section 5. The VP of Finance shall oversee the management of funds for duly authorized purposes of the Portland Chapter and act as the chief financial officer.

Section 6. The President Elect shall prepare for and plan to serve as President for the following year and acts for the President in his or her absence.

Section 7. The VP of Governance serves as the members' ombudsman, advocating member concerns and focusing Board attention on Portland Chapter policies and overall governance. Also serves as manager on special projects assigned by the President. The VP of Governance temporarily (2-3 months max) assists other Board members as their workloads require, temporarily fills in for other Board members, except the President, when they are not able to perform their duties, and assists or directs special projects as required.

Section 8. The Immediate Past President shall assist or direct special projects as required, act as an advisor to the President, and chair the Nominating Committee. The Immediate Past President is a member of the Board but is not eligible to vote on Board decisions.

Section 9. The remainder of the Board is listed and specified by the Chapter document titled "PMI Portland Chapter Governing Guidelines for Board Members" that is ratified by the Board. This document will describe each of the roles and what is expected of both Board members and assistants to the Board members.

Section 10. The Board Executive Committee comprises the President, President Elect, Immediate Past President, Secretary, VP of Finance, and VP of Governance and is chaired by the President. The President should use the Executive Committee as an advisory and planning group. Any decisions recommended by the Executive Committee must be ratified by the Board before execution.

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Section 11. The Board shall exercise all powers of the Portland 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 Portland Chapter business and funds.

Section 12. 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, except the Immediate Past President, shall be entitled to one (1) vote and must personally exercise the vote; delegation of Board member votes is not allowed. 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 13. 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 Portland Chapter, by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings without prior coordination with the President. 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 14: 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 15: If any officer position becomes vacant, with the exception of President or President Elect, the President will appoint, and the Board approves by majority vote, a successor to fill the office for the unexpired term. In the event the President is unable or unwilling to complete the current term of office, the President Elect shall assume the duties and office of the presiding officer for the remainder of the term. In the event the President Elect is unable or unwilling to complete the current term of office, a special election of the membership shall be held to fill the President Elect current term proceeding to President for the next term of office.

Article VI – 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 IV, Section 1 and Article V, Section 2. All voting members in good standing in PMI and the Portland 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 term or until their successors have been elected or appointed.

Section 3. The Immediate Past President shall prepare a slate containing nominees for each Board position. The Nominating Committee 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. Elections shall be conducted (a) during the final Chapter dinner meeting before elections close, (b) by mail ballot to all voting members in good standing, (c) by electronic vote in compliance with the legal jurisdiction, or (d) by any combination of the aforementioned. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee and the results ratified by the Board.

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

Section 5: In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Portland Chapter may be used to support the election of any candidate or group of candidates for PMI,

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the Portland 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 Portland Chapter Nominating Committee, or other applicable body designated by the Portland Chapter, will be the sole distributor(s) of all election materials for the Portland Chapter's elected positions.

Article VII – Portland 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 be appointed from the membership of the organization. The Portland Chapter officers can serve on Portland 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 Officer to whom the committee will report.

Article VIII – Portland Chapter Finance

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

Section 2. Portland Chapter annual membership dues shall be set by the Portland Chapter's Board and communicated to PMI in accordance with the policies and procedures established by PMI.

Section 3. The Portland 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 membership 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 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 Portland Chapter 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 the Portland Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Portland Chapter,

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except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the Portland Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board with the exception of items such as nominally valued volunteer recognition gifts. However, the Board may authorize payment by the Portland 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 Portland Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the Portland Chapter and any corporation, partnership, association or other organization in which one or more of the Portland 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 Portland Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Portland 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 Portland Chapter shall act in an independent manner consistent with their obligations to the Portland 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 Portland 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 Portland Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Portland Chapter, has been made a party to, 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 Portland 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 Portland Chapter, or is or was serving at the request of the Portland 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

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Section 1. These bylaws may be amended by a two-thirds (2/3) approval vote of the voting membership in good standing, who vote by electronic ballot, who vote in person at an annual meeting of the Portland Chapter duly called and regularly held, or who vote by mail or electronic 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 Portland Chapter's Charter with PMI.

Article XIII – Dissolution

Section 1. In the event that the Portland 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 Portland Chapter's Charter and require the chapter to seek dissolution.

Section 2. In the event the Portland Chapter failed to deliver value to its members as outlined in the Portland Chapter's business plan and without mitigated circumstance, the Portland Chapter acknowledges that PMI® has a right to revoke the Portland Chapter's Charter and require the chapter to seek dissolution.

Section 3. In the event the Portland Chapter is considering dissolving, the members of the Portland Chapter Board of Directors must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy.

Section 4. Should the Portland Chapter dissolve for any reason, its assets shall be dispersed to an 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 Portland Chapter entity must be approved by a majority of the members voting on the motion to dissolve.