

PMI, Columbia River Basin Chapter Inc. Bylaws

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Article I. Name, Principal Office, and Other offices

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

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

Section 3. The principal office of CRBC shall be located in Richland, Washington. The CRBC may have other offices, such as Branch offices, as designated by the Board.

Article II. Relationship to PMI®

Section 1. The CRBC is responsible to the duly elected PMI® Board and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

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

Section 3. The terms of the Charter executed between CRBC 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 Charter terms and the terms of these Bylaws, the CRBC shall be governed by and adhere to the terms of the Charter.

Article III. Purpose and Limitations of CRBC

Section 1. Purpose of the CRBC.

- A. General Purpose. The CRBC was 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 by creating a culture and community that facilitates professional growth through education and volunteerism.
- B. Specific Purpose. Consistent with the Charter terms executed between the CRBC and PMI® and these Bylaws, the purposes of the CRBC shall include:
 - a. promoting project management professionalism.
 - b. advancing project management quality and scope.
 - c. providing a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.
 - d. identifying and promoting the project management fundamentals and advance the body of knowledge for managing projects successfully.

- e. collaborating with universities and other educational institutions to promote project management education and career development.
- f. providing project management information and education within our Chapter's industries, government agencies, and educational institutions.
- g. promoting the PMI® and the CRBC methods and ethics through community involvement.
- h. maintaining a sustainable Chapter.

Section 2. Limitations of the CRBC.

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

Article IV. Membership

Section 1. General Membership Provisions.

- A. Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the organization's purpose. Membership shall be open to all eligible persons without regard to race, color, creed, gender, age, sex, marital status, national origin, religion, or physical or mental disability.
- B. Membership in the CRBC requires membership in PMI®. The CRBC shall not accept as members any individuals who have not been accepted as PMI® members.
- C. Members are eligible to vote and hold office.
- D. Members shall be governed by and abide by the PMI® Bylaws and by the Bylaws of the CRBC and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Conduct.
- E. All members shall pay the required PMI® and CRBC membership dues to PMI®. 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 CRBC.
- F. Membership in the CRBC shall terminate upon the member's resignation, failure to pay dues, or expulsion from membership for just cause.

G. Members whose annual dues are unpaid after one (1) month shall be delinquent; their names removed from the official membership list of the CRBC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the CRBC to PMI®.

H. Upon termination of membership in the CRBC, the member shall forfeit any and all rights and privileges of membership.

Section 2. Classes and Categories of Members: The CRBC shall not create its own membership categories. PMI® Component membership categories shall be consistent with PMI® membership categories.

Article V. Board

Section 1. The CRBC shall be governed by a Board. The Board shall be responsible for carrying out the non-profit corporation's (or equivalent) purpose.

Section 2. The Board shall consist of the officers elected by the membership. The officers shall serve two-year terms, limited to two consecutive terms in the same position. The officers take effect at the beginning of the Operational Year (July 1st through June 30th).

Section 3. The following discusses each officer's role.

- A. **President:** Serves as the chief executive officer for the CRBC and of the Board; 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.
- B. **Executive Vice President:** Serves in an entrepreneurial role responsible for new event idea development, community demographics and trends, and strategic planning. The Executive Vice President shall act for the President during his/her absence.
- C. **Vice President Communications:** Oversees all internal and external communications by or on behalf of the CRBC, in whatever form, including written, electronic and audio/visual media.
- D. **Vice President Finance:** Oversees the management of funds for duly authorized CRBC purposes.
- E. **Vice President Membership:** Oversees all general membership issues and shall provide specific membership services.
- F. **Vice President Operations:** Keeps the records of all CRBC business meetings and Board meetings.
- G. **Vice President Professional Development:** Oversees the professional development and educational programs.
- H. **Vice President Public Relations:** Oversees the marketing programs, activities, and materials.

Section 4. These positions are staggered so that four officers are elected each year, as indicated below.

Even Year Elections	Odd Year Elections
President	Vice President Communications
Executive Vice President	Vice President Finance
Vice President Membership	Vice President Professional Development
Vice President Operations	Vice President Public Relations

Section 5. The Board shall exercise all powers of the CRBC, except as specifically prohibited by these Bylaws, the PMI® Bylaws and policies, and the laws of the State of Washington. 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 CRBC business and funds.

Section 6. The Board shall meet at the call of the President, or at the written request of three (3) officers. A quorum shall consist of no less than one-half of the officers at any given time. Each officer shall be entitled to one (1) vote. At its discretion, the Board may conduct its business by teleconference, facsimile, electronic mail, or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 7. The Board shall declare an officer position to be vacant where an officer ceases to be a member of PMI® or of the CRBC by reason of non-payment of dues, or where the officer is absent from two consecutive Board meetings without informing 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 of the written notice by the Board.

Section 8. An officer may be removed from office for just cause in connection with the affairs of the CRBC 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 9. If any officer 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 Executive Vice President shall assume office of the President for the remainder of the term.

Article VI. Nominations and Elections

Section 1. The nomination and election of officers shall be conducted annually. Elections shall take place in April and take effect at the beginning of the Operational Year in accordance with the terms of office specified in Article V, Section 2. All CRBC members shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, sex, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. A Nominating Committee 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 Nominating Committee or the Board.

Section 3. The Nominating Committee shall establish nominee selection criteria, which shall include at a minimum:

- A. CRBC member
- B. Willingness to devote time and effort as a CRBC officer
- C. Experience in the field of project management
- D. Experience in the desired position qualifications

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

Section 5. Voting shall be conducted using one of the following methods:

- A. During a membership meeting
- B. Via mail ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot
- C. Via electronic ballot replying within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot
- D. Via a combination as determined by the Board

Section 6. Ballots shall be counted via online tools, by the Nominating Committee, or by tellers designated by the Board. The candidate who receives a majority of votes cast for each office shall be elected.

Section 7. Elected candidates shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 8. In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or the CRBC may be used to support the election of any candidate or group of candidates for PMI®, CRBC, 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 CRBC Nominating Committee, or other applicable body designated by CRBC, will be the sole distributor(s) of all election materials for CRBC elected positions.

Article VII. Committees

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the CRBC purpose. The responsible officer shall establish a charter for each committee, which defines its purpose, authorities, and expected outcomes. The Board shall concur on the charter. Committees are responsible to the officer. The CRBC officers may serve on a committee, 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 reports.

Article VIII. Finance

Section 1. The CRBC fiscal year shall be from January 1st to December 31st.

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

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®.

Article IX. Meetings of the Membership

Section 1. An annual membership meeting shall be held at a date and location to be determined by the Board.

Section 2. Special membership meetings may be called by the President, by a Board majority, or by ten percent (10%) petition of the voting membership directed to the President.

Section 3. Notice of all CRBC annual and special meetings shall be sent by the Board to all CRBC members at least 20 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. A quorum for voting at all CRBC annual and special meetings shall be ten percent (10%) of the voting membership, present and in person.

Section 5. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Article X. Inurement and Conflict of Interest

Section 1. No CRBC member shall receive any financial gain, benefit or profit, incidental or otherwise, from the CRBC activities, financial accounts and resources, except as otherwise provided in these Bylaws.

Section 2. No CRBC officer, director, committee member, or authorized representative shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize CRBC payment 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 CRBC may engage in contracts or transactions with CRBC members, officers, directors, committee members, or authorized representatives and any corporation, partnership, association or other organization in which one or more of the CRBC's officers, directors, 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 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 Board who do not have an interest in the transaction or contract;
- C. The contract or transaction is fair to the CRBC and complies with the laws and regulations of the applicable jurisdiction in which the CRBC is incorporated or registered at the time the contract or transaction is authorized, approved, or ratified by Board.

Section 4. All CRBC officers, directors, committee members, and authorized representatives shall act in an independent manner consistent with their CRBC obligations and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All CRBC officers, directors, committee members, and authorized representatives shall disclose (verbally, electronically or in writing) any interest or affiliation they may have with any entity or individual with which the CRBC 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 a CRBC officer, director, committee member, or authorized representative, acting in good faith and in a manner reasonably believed to be in the CRBC best interests, 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 State of Washington. 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 CRBC will purchase and maintain liability insurance on behalf of any person who is or was an officer, director, employee, trustee, agent or authorized representative of the CRBC, or is or was serving at the request of the CRBC as an officer, director 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. Notice of proposed changes shall be sent electronically or in writing to the membership at least thirty (30) days before such meeting or vote. Voting shall be in accordance with Article VI, Section 5.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members 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 the CRBC's Charter with PMI®.

Article XIII. Dissolution

Section 1. In the event that the CRBC or its 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 CRBC.

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

Section 3. In the event the CRBC is considering dissolving, the CRBC's Board must notify PMI® in writing and follow the component dissolution procedure as defined in PMI®'s policy.

Section 4. Should the CRBC 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. Revision History

The revision history, starting with Revision 0, is provided below. This table will be updated as each revision and review occurs.

Revision History
Running history of Bylaws revisions.

Rev.	Date Approved	Changes Made
0	1994	Initial Issue of Constitution & Bylaws
1	12/13/94	Add 2 officers to the Board (Publications & Programs)
2	1/22/2002	Eliminated Constitution and revised Bylaws to reflect incorporated status of the CRB Chapter, including new name; clarified roles & responsibilities; revised notification of proposed bylaw amendments to 30 days

Revision History
Running history of Bylaws revisions.

Rev.	Date Approved	Changes Made
3	2/2003	Added new Section 3 to Article III, Membership to define who can vote and hold office; revised Section 1, Article IV, Officers, to reflect changed terms of office and an operational year and eliminate two consecutive term limit; revised Article VII, Committees, to require a committee to made up of members only; updated Article X, Inurement and Conflict of Interest, to reflect PMI® sample bylaws; deleted specific officer duty details; other minor editorial changes.
4	11/2007	Reformatted font of Article and Section headings for consistency. Replaced PMI with PMI® as appropriate throughout the document. Relocated sentence dealing with Immediate Past President as Board Member from Article IV to Article V; deleted redundant sentences and clarified voting rights of the Immediate Past President. Added consecutive term limits for Officers to Article IV, Section 1 and added Sections 1 through 3 to Article XIII Dissolution, renumbering prior Section 1 to Section 4, to conform to PMI® 2007 Bylaws Template.
5	11/2011	Added text regarding the general and modified text regarding specific CRBC purposes. Added section regarding CRBC limitations, including some additional language. Combined the Articles regarding officers and Board and included updated discussion regarding officer/Board restructuring. Incorporated a new Article (XV) regarding transition to the restructured Board. Modified elections to occur in April, rather than January. Incorporated the expectation that the Nominating Committee establish selection criteria, including minimum criterion. Clarified verbiage regarding Bylaws amendments. Incorporated miscellaneous editorial changes. Evaluated consistency with PMI Bylaws template and incorporated changes, as appropriate. Board concurrence received 7/27/11. PMI GOC approval received on 8/7/11. Membership ratification received on 11/22/11.

Note – table updated at the time of each revision.

Article XV. Transition Addendum

Section 1. This addendum provides transition between the current Board structure under the Bylaws, Rev. 4, and the structure outlined in these Bylaws, Rev. 5. This time period for the addendum will be from the date of Bylaws, Rev. 5, CRBC membership ratification through July 1, 2012.

Section 2. During calendar year 2011, upon Bylaw, Rev. 5, membership ratification, CRBC will:

- A. Create the Vice President Operations, eliminating the Secretary position; realigning responsibilities from the Vice President Communications and Vice President Membership. The Secretary will assume the role of Vice President Operations through the remaining term.
- B. Retitle the Treasure to Vice President Finance.

- C. Create the Vice President Public Relations, eliminating the Vice President Marketing and realigning responsibilities with Vice President Communications. The Vice President Marketing will assume the role of Vice President Public Relations through the remaining term.

Section 3. During the calendar year 2012 and at the end of their respective terms:

- A. Create the Vice President Professional Development, combining the current Vice President Education and Vice President Programs roles. The current Vice President Education will assume this role through completion of the remaining term.
- B. Transition out the Member at Large positions.
- C. Transition out the Immediate Past President role.

Section 4. During the calendar year 2012, through the Nominating Committee:

- A. Create the Executive Vice President position.
- B. Elect the Executive Vice President for term beginning July 1, 2012.