



Project
Management
Institute®
Columbia River Basin

PMI® COLUMBIA RIVER BASIN CHAPTER INC.

BYLAWS

REVISION 7, JULY 6, 2024

PMI®-CRBC
P.O. Box 1114, Richland, WA 99352

Contents

| | |
|--|----|
| Article I – Name, Principal Office; Other Offices:..... | 2 |
| Article II – Relationship to PMI®: | 2 |
| Article III – Purpose and Limitations of the Columbia River Basin Chapter: | 2 |
| Article IV – Columbia River Basin Chapter Membership: | 4 |
| Article V – Columbia River Basin Chapter Board of Directors:..... | 5 |
| Article VI – Columbia River Basin Chapter Nominations and Elections:..... | 7 |
| Article VII – Columbia River Basin Chapter Committees:..... | 8 |
| Article VIII – Columbia River Basin Chapter Finance: | 8 |
| Article IX – Meetings of the Membership:..... | 9 |
| Article X - Inurement and Conflict of Interest:..... | 9 |
| Article XI - Indemnification:..... | 10 |
| Article XII - Amendments:..... | 11 |
| Article XIII – Dissolution: | 11 |
| Article XIV. Revision History:..... | 13 |

Article I – Name, Principal Office; Other Offices:

Section 1. Name/Non-Profit Incorporation.

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

Section 2. The Columbia River Basin Chapter shall meet all legal requirements in the jurisdiction(s) in which PMI-CRBC conducts business and is incorporated/registered.

Section 3. Principal Office; Other Offices.

The principal office of the PMI-Columbia River Basin Chapter is located in Richland, Washington, in the United States. PMI-CRBC may have other or future offices such as Branch offices as determined and designated by the Columbia River Basin Chapter Board of Officers.

Article II – Relationship to PMI®:

Section 1. The Columbia River Basin 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 Columbia River Basin Chapter may not conflict with the current PMI® bylaws, the PMI® Chapter Charter Agreement (the Charter) with PMI-CRBC, PMI® Policy Manual for Chapters, all policies, procedures, rules or directives established or authorized by PMI®.

Section 3. The terms of the Charter Agreement executed between the Columbia River Basin 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 Agreement and the terms of these bylaws, the Columbia River Basin Chapter shall be governed by and adhere to the terms of the Charter Agreement.

Article III – Purpose and Limitations of the Columbia River Basin Chapter:

Section 1. Purpose of the Columbia River Basin Chapter (CRBC).

- A. General Purpose. The Columbia River Basin 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 in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the Columbia River Basin Chapter, PMI®, and these Bylaws, the purposes of the PMI-CRBC shall include the following:
- i. To foster professionalism, ethics, education, sustainability, and volunteerism within the management of projects.
 - ii. To contribute to the quality and scope of project management.
 - iii. To stimulate appropriate global application of project management for the benefit of general public.
 - iv. To provide 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.
 - v. To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
 - vi. Collaborate with universities and other educational institutions to promote project management education and career development.
 - vii. Providing project management information and education within our Chapter's industries, government agencies, and educational institutions.
 - viii. Promote PMI® methods and ethics through community involvement.
 - ix. Promote Social Impact education and activities.
 - x. Foster and maintain a sustainable Chapter.

Section 2. Limitations of the Columbia River Basin Chapter.

- A. General Limitations. The purposes and activities of PMI-CRBC shall be subject to limitations set forth in the Charter Agreement, these Bylaws, and conducted consistently with Columbia River Basin Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI® to the PMI-CRBC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Columbia River Basin Chapter, 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 directors of the PMI-CRBC 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; and applicable law.

Article IV – Columbia River Basin Chapter Membership:

Section 1. General Membership Provisions.

- A. Membership in the Columbia River Basin Chapter requires membership in PMI®. The Columbia River Basin 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 Columbia River Basin 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 Columbia River Basin 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-CRBC.
- D. Membership in the Columbia River Basin 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-CRBC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the Columbia River Basin to PMI® within such one-month delinquent period.
- F. Upon termination of membership in the Columbia River Basin Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. All Chapter Members are eligible to vote in the election of officers, items or issues put before the membership and are eligible to hold appointed or elected offices within the Chapter.

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

Article V – Columbia River Basin Chapter Board of Directors:

Section 1. The Columbia River Basin shall be governed by membership elected or appointed officers (the Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. Board officers shall hold PMI-CRBC membership, and shall be in good standing with PMI® and PMI-CRBC. PMI-CRBC elected officers shall serve two-year terms, limited to two consecutive terms in the same position. The officers take their positions at the beginning of the Operational Year (July 1st through June 30th). Required Board elections are held annually. The positions are staggered to that with half or near half (depending on the total number of board officer positions) to be up for election during any given year. This allows each position to cycle through elections every two-years providing consistency and carryover during election transitions. The President and the Vice President positions cannot be on the same ballot in the same year.

Section 3. PMI-CRBC will maintain three required roles (officers): President/CEO, Administrative/Operations and Finance/Treasurer, along with the additional role of Executive Vice President that serves as a backup to the other three officers.

- A. The President shall serve as the chief executive officer for PMI-CRBC 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 except the Nominating Committee.
- B. The Vice-President of Operations is responsible for maintenance and execution of Chapter bylaws, policies and procedures, ensuring all required chapter governance and compliance activities are performed, provides governance, guidelines and administrative support, manages volunteers, and maintains records of all business meetings for PMI-CRBC, meetings of the Board and all Chapter governing documents.
- C. The Vice-President of Finance shall oversee the management of funds for duly authorized purposes of PMI-CRBC, manage all financial operations, including the maintenance and presentation of all financial records required for chapter operations in accordance with chapter bylaws, local and State legislation requirements.
- D. The Executive Vice President is the successor to the President (unless another candidate is nominated during the regular election cycle) and backup to Finance and Operations, assisting the President in managing the Chapter and can assume the

role of the President if requested or if the president is unable to perform those duties.

Section 4. The Board may create additional Board officer or Director positions as needed to effectively run the Chapter. Board positions may include, but are not limited to the following: Vice President of Membership, Vice President of Communications, Vice President of Academic Outreach, Director of Events, Director of Social Media, Director of Technology, and Vice President of Professional Development, etc.

Additional Officer and Director positions may be created by the majority vote of the Board. Officer positions shall follow term limits in Article V, Section 2; and shall be filled via Nominations and Elections outlined in Article VI. The board may appoint non-voting Directors at will to accomplish the functions identified within the PMI-CRBC.

The Past President shall be the outgoing President following Chapter elections. The past president serves on the Board as a contributing member to provide context and historical references, but is a non-voting position.

All positions are bound by these bylaws, PMI® bylaws, the Charter Agreement, PMI® and PMI-CRBC policies and procedures, the *PMI® Code of Ethics and Professional Conduct*, and all State and Federal laws.

Section 5. The Board shall exercise all powers of the Columbia River Basin Chapter, except as specifically prohibited by these bylaws, the PMI® Bylaws and policies, its Charter Agreement 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 Columbia River Basin Chapter business and funds.

Section 6. The Board shall meet at the call of the President or at the written request of three (3) officers of the Board. A quorum shall consist of no less than a majority of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote specifically via email, in Microsoft Teams or Zoom meetings and in-person meetings. At its discretion, the CRBC Board may conduct its business by teleconference, virtual platform, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures, the *PMI Code of Ethics and Professional Conduct*, and as necessitated by the Board.

Section 7. The Board of Directors may declare an Officer or Director position to be vacant where an Officer or Director ceases to be a member in good standing of PMI® or of the Columbia River Basin Chapter by reason of non-payment of dues, or where the Officer or Director fails to attend two (2) consecutive Board meetings. An Officer or Director may resign by submitting written notice to the President, Executive Vice

President, or the Vice President of Operations. 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 8: An Officer or Director may be removed from their 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 9: If any Officer or Director 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 the duties and office of the presiding officer for the remainder of the term. The Board may elect to call for a special election by the chapter's membership to fill the vacant President's position.

Article VI – Columbia River Basin Chapter Nominations and Elections:

Section 1. The nomination and election of officers shall be conducted annually in April and in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and as described here in Article VI. Elections shall be in compliance with the PMI® Policy Manual and Chapter Election Policies. All voting members in good standing with PMI-CRBC 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 are prohibited.

Section 2. Candidates who are elected shall take office on the first day of July (the start of the operational year) following their election, and shall hold office for the duration of their term or until their successors have been elected and qualified.

Section 3. A Nominating Committee shall be selected by the Vice President of Operations except during years where this position is on the ballot for election. During these years the Executive Vice President will make the committee appointments. The nominating committee shall be made of a minimum of two committee members. The nominating committee interviews and evaluates applicants in accordance with chapter's policy for board opportunities. The nominating committee will prepare a slate of nominees for each open 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. Elections shall be conducted during one of the following: (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic ballot in compliance with the legal jurisdiction and PMI®

electronic voting requirements. 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 the PMI® electronic voting system, or tellers designated 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 Chapter may be used to support the election of any candidate or group of candidates for PMI®, 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 Chapter Nominating Committee, PMI®, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

Article VII – Columbia River Basin 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.

Section 2. Committee members shall be appointed from the membership of the organization. PMI-CRBC officers and/or Directors can serve on any PMI-CRBC Committees, unless it specifically is restricted by the bylaws.

Article VIII – Columbia River Basin Chapter Finance:

Section 1. The fiscal year of the Columbia River Basin shall be from 1 January to 31 December.

Section 2. Columbia River Basin Chapter annual membership dues shall be set by the Board and communicated and approved by PMI® in accordance with policies and procedures established by PMI®.

Section 3. All membership dues billings, dues collections and dues disbursements shall be performed by PMI®.

Section 4. The Columbia River Basin Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities and to 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. 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 2. Special meetings of the membership may be called by the President or 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 be sent by the Board to the membership in a reasonable amount of time and in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. The notice should indicate the time and place of the meeting and include the proposed agenda. Actions 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 PMI-CRBC shall be those members in good standing, present and in person or five percent (5%) of the voting membership in good standing, present and in-person.

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 PMI-CRBC shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Columbia River Basin Chapter, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the Columbia River Basin Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Columbia River Basin Chapter of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings, conferences, training, and other approved activities.

Section 3. PMI-CRBC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI-CRBC and any corporation, partnership, association or other

organization in which one or more of PMI-CRBC'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 PMI-CRBC and complies with the laws and regulations of the applicable jurisdiction in which PMI-CRBC is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

Section 4. All officers, directors, appointed committee members and authorized representatives of PMI-CRBC shall act in an independent manner consistent with their obligations to PMI-CRBC and applicable laws, 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 PMI-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 an officer, director, committee member, or authorized representative of PMI-CRBC, acting in good faith and in a manner reasonably believed to be in the best interests of the Columbia River Basin 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 Columbia River Basin 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 Columbia River Basin Chapter, or is or was serving at the request of the Columbia River Basin 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 voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of PMI-CRBC 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®'s Bylaws and the policies, procedures, rules and directives established by the PMI® Board of Directors, as well as with the PMI-CRBC Charter Agreement with PMI®.

Article XIII – Dissolution:

Section 1. In the event that PMI-CRBC 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 Columbia River Basin Chapter Charter and require the chapter to seek dissolution.

Section 2. In the event PMI-CRBC failed to deliver value to its members as outlined in PMI-CRBC's business plan and without mitigated circumstance, the Chapter

acknowledges that PMI® has a right to revoke PMI-CRBC's Charter and require the chapter to seek dissolution.

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

Section 4. Should PMI-CRBC 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 Chapter entity must be approved by a majority of the members voting on the motion to dissolve.

Article XIV. Revision History:

The summary revision history, starting with Revision 0, is provided in this table and updated as each revision is presented and approved by the PMI-CRBC membership and PMI®.

Running history of Bylaws revisions.

| Rev. | Date Approve | Changes Made |
|-------------|---------------------|--|
| 0 | 1994 | Initial Issue of Constitution & Bylaws |
| 1 | 12/1994 | Add 2 officers to the Board (Publications & Programs) |
| 2 | 01/2002 | 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 |
| 3 | 02/2003 | 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 limits; revised Article VII, Committees, to require a committee to be 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. |

| | | |
|---|---------|---|
| | | <p>Version includes administrative change 5a to correct the election year for Executive VP and President so as both aren't for elected in the same year.</p> <p>Board concurrence received July 27, 2011 PMI® approval received on August 7, 2011 Membership ratification received on November 22, 2011</p> |
| 6 | 2016 | REVISION 6., Cancelled |
| 7 | 08/2024 | <p>Converts and aligns PMI-CRBC Rev. 5a bylaws to the most recent PMI® bylaw template (2019). Revision includes minor wording changes by PMI® for Articles I through IV. Deleted Article V, Section 3, C., E., G., H., list of individual elected officers, renumbered and revised remaining sections A., B., C., & D., listing only the number of elected officers required by PMI® and the State of WA. Added the ability to create additional elected Officer and Director positions to better support PMI-CRBC business and activities. Deleted Article V. Section 4., and clarified wording in each of the other sections. Revised Article VI, Nominations and Elections, to include use of electronic voting using PMI® electronic voting service and clarified duties of the elections committee. Sections 2., 3., and 5. were combined and reinserted in a new Section 2., and 3., remaining sections renumbered due to the consolidation.</p> <p>Articles VII and VIII revised to include small wording changes Revised Article IV, Meeting of the Membership, Section 1. and 3. have been combined with notification of annual membership meeting now requiring 30 days' notice. Section 4., revised to reduce the percentage of voting membership to five percent (5%). Sections renumbered based on consolidation. Articles X and XI, received minor wording revisions based on the updated bylaw template. Article XII added the use of PMI® electronic voting service. Article XIII, added Section 5.</p> <p>Updated revision history to reflect revision updates. Board approved, July 31, 2024 PMI® approved, submitted for electronic distribution, August 5, 2024 Membership ratification via PMI electronic voting, September 10, 2024</p> |