PMI Olympia Washington Chapter Component By-laws

Article I – Name, Principal Office.

Section 1. Name/Non-Profit Incorporation.
This organization shall be called the Project Management Institute, Olympia Washington Chapter (hereinafter "the Olympia 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 Washington State. ALL Components formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. Principal Office; Other Offices.
The principal office of the Olympia Chapter shall be located in Olympia in the state of Washington in United States of America.

Article II – Relationship to PMI.

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

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

Article III – Purpose and Limitations of the Olympia Chapter

Section 1. Purpose of the Olympia Chapter

A. General Purpose. THE Olympia Chapter has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.
B. Specific Purposes. Consistent with the terms of the Charter executed between the Olympia Chapter and PMI and these Bylaws, the purposes of the Olympia Chapter shall include the following:
    a) To foster professionalism in the management of projects.
    b) To contribute to the quality and scope of project management.
    c) To stimulate appropriate global application of project management for the benefit of general public.
    d) 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.
    e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

Section 2. Limitations of the Olympia Chapter
A. General Limitations. The purposes and activities of the Olympia Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with

Olympia Chapter Articles of Incorporation.

B. The membership database and listings provided by PMI to the Olympia Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Olympia 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 Olympia Chapter shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV – Olympia Chapter Membership.

Section 1. General Membership Provisions.

A. Membership in the Olympia Chapter requires membership in PMI®. The Olympia 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 Olympia 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 Olympia 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 the Olympia Chapter.

D. Membership in the Olympia 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 Olympia Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Olympia Chapter to PMI within such one month delinquent period.

F. Upon termination of membership in the Olympia Chapter, the member shall forfeit any and all rights and privileges of membership.

G. All Olympia Chapter members in good standing are eligible to vote in Olympia Chapter elections and other activities requiring a vote of Chapter membership. Any Olympia Chapter member in good standing is eligible to run for any vacant Chapter Board of Director position.

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

Article V – Olympia Chapter Board of Directors:

Section 1. The Olympia 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 Olympia Chapter elected by the membership and

shall be members in good standing of PMI and of the Olympia Chapter. Terms of office for the Officers shall be two year terms, staggered, with the President, Vice President Programs, Vice President Operations, Vice President Marketing, Vice President Professional Development, Vice President of Information Technology beginning their terms in odd-numbered years and the Vice President Membership, Vice President Finance, Vice President Sponsorship, Vice President Administration, Vice President and Vice President at Large beginning their terms in even-numbered years. These positions are staggered so that half of Olympia Chapter Board positions are elected each year.

Section 3. The President shall be the chief executive officer for the Olympia 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.

Section 4. The Vice President of Administration shall keep the records of all business meetings of the Olympia Chapter and meetings of the Board.

Section 5. The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the Olympia Chapter

Section 6. The Vice President shall be responsible for the management of the organization and the direction of the organizations Board of Director in the absence of the President and shall perform such duties as are customary for the Vice President.

Section 7. The Vice President of Membership shall be responsible for Olympia Chapter membership growth and retention.

Section 8: The Vice President of Professional Development shall be responsible for special programs to advance project management skills and knowledge and programs designed to prepare persons for Project Management certifications offered by PMI and project management education outreach programs.

Section 9: The Vice President of Information Technology shall be responsible for fulfilling the information technology requirements of the Olympia Chapter.

Section 10: The Vice President of Sponsorship shall be responsible for securing sponsors for chapter programs, and chapter professional development offerings and events.

Section 11: Vice President of Marketing shall be responsible for external communications with community businesses, mass media for chapter events and chapter newsletters to raise the visibility of project management within the community.

Section 12: Vice President of Programs shall be responsible for acquiring speakers for monthly chapter meetings.

Section 13: Vice President of Facilities shall coordinate with local venues for space and meal planning for Chapter events.

Section 14: Vice President at Large shall be responsible for providing support to the Board of Directors and providing leadership to specifically assigned projects.

Section 15. The Board shall exercise all powers of the Olympia 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 Olympia Chapter business and funds.

Section 16. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board as directed to the Vice President of Administration. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Quorum of the Board shall be necessary to approve business including Board nominees. Each member shall be entitled to one (1) vote and may take part and vote in person or via teleconference. 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 17. The Board of Directors shall declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI or of the Olympia Chapter by reason of non-payment of dues, or where the officer fails to attend two (2) unapproved consecutive Board meetings. An officer may resign by submitting written notice to the President and Vice President of Administration. 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 18: 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. Just cause includes, but is not limited to, illegal activities and violation of the PMI Code of Ethics.

Section 19: 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 Vice President shall assume the duties and office of the presiding officer for the remainder of the term.

Article VI – Olympia Chapter 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 IV, Section 1 and Article V, Section 2. All voting members in good standing of the Olympia 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 in May, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. 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. Elections shall be conducted by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be electronically counted by the Nominating Committee or by 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 Component may be used to support the election of any candidate or group of candidates for PMI, Component or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

Article VII – Olympia Chapter Committees:

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. The Olympia Chapter officers and/or Directors can serve on Olympia 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 President with the approval of the Board

Article VIII – Olympia Chapter Finance:

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

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

Section 3. The Olympia 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 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 and Vice President of Administration.

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 by 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 Olympia Chapter shall be 5% of 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 Olympia Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Olympia Chapter except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the Olympia

Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Olympia 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. Olympia Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Olympia Chapter and any corporation, partnership, association or other organization in which one or more of Olympia 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 Olympia Chapter and complies with the laws and regulations of the applicable jurisdiction in which Olympia 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 Olympia Chapter shall act in an independent manner consistent with their obligations to the Olympia 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 Olympia 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 Olympia Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Olympia 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 Olympia 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 Olympia Chapter, or is or was serving at the request of the Olympia 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 Olympia Chapter duly called and regularly held. 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 Olympia Chapter's Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the Olympia Chapter or its governing officers fail to act according to the bylaws of the Olympia Chapter and all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the Olympia Chapter.

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

Section 3. In the event the Olympia Chapter is considering to dissolve, the Olympia Chapter Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4. Should the Olympia 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.