BYLAWS OF THE PROJECT MANAGEMENT INSTITUTE , CALIFORNIA CENTRAL COAST CHAPTER, Inc. (PMI-4C)

Article I – Name, Principal Office; Other Offices

Section 1. Name/Non-Profit Incorporation.
This organization shall be called the Project Management Institute, California Central Coast Chapter Inc. (hereinafter "PMI-4C Inc."). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter "PMI®") and separately incorporated as a non-profit, tax exempt corporation organized under the laws of the State of California as a 501(c) (6) organization.

Section 2. The Project Management Institute, California Central Coast Chapter Inc. shall meet all legal requirements in the jurisdiction(s) in which PMI-4C Inc. conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices.
The principal office of the Project Management Institute, California Central Coast Chapter Inc. shall be located in Ventura County in the State of California. The PMI-4C Inc. may have other offices such as local city offices as designated by the PMI-4C Inc. Board of Directors.

Article II – Relationship to PMI.

Section 1. The PMI-4C Inc. 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 PMI-4C Inc. 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 PMI-4C Inc.'s Charter with PMI.

Section 3. The terms of the Charter executed between the PMI-4C Inc. 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 PMI-4C Inc. shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the Project Management Institute, California Central Coast Chapter Inc.

Section 1. Purpose of the PMI- California Central Coast Chapter Inc.

A. General Purpose. The PMI-4C Inc. has been founded as non-profit, tax exempt corporation, chartered by PM I®, and is dedicated to advancing the practice, science, and profession of project management in the counties of Ventura, Santa Barbara, San Luis Obispo and Kern and other areas as assigned by PM I®.
B. Specific Purposes. Consistent with the terms of the Charter executed between PMI-4C Inc. and PMI and these Bylaws, the purposes of the PMI-4C Inc. shall include

the following:

1. To advance the practice and professional of project management.
2. To be a forum for exchanging the best practices in project management across all industries.
3. Encourage and facilitate education, certification, and professionalism in project management.
4. Disseminate, within the primary area of operation of the chapter, information regarding developments in project management.
5. To assist in carrying out the objectives of PMI®.

Section 2. Limitations of the PMI-4C Inc.

A. General Limitations. The purposes and activities of the PMI-4C Inc. shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI-4C Inc. Articles of Incorporation.

B. Member Information Limitations. The membership database and listings provided by PMI to the PMI-4C Inc. may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI-4C Inc., 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. Chapter Officer Limitations. The officers of the PMI-4C Inc. 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 – PMI-4C Inc. Membership.

Section 1. General Membership Provisions.

A. Membership in the PMI-4C Inc. requires membership in PMI®. The PMI-4C Inc. 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 PMI-4C Inc. and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI Code of Conduct.

C. All members shall pay the required PMI and PMI-4C Inc. 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 PMI-4C Inc.

D. Membership in the PMI-4C Inc. 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 immediately removed from the official membership list of PMI-4C Inc. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI-4C Inc. to PMI within such one month delinquent period. Upon termination of membership in the PMI-4C Inc., the member shall forfeit any and all rights and privileges of membership.

Section 2. Classes and Categories of Members. The PMI-4C Inc. shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V – PMI-4C Inc. Board of Directors.

Section 1. The PMI-4C Inc. 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.

Section 2. The Board shall consist of the officers of the PMI-4C Inc. elected by the membership and shall be members in good standing of PMI and of the PMI-4C Inc. Terms of office for the Officers shall be two years. The Chapter shall have six elected officers to serve in the following positions:

President
Vice President of Finance
Vice President of Programs
Vice President of Operations
Vice President of Membership
Vice President of Communications

All officers shall be members in good standing of PMI and of the PMI-4C Inc., at the time of election and throughout their term. The officers will serve two year terms of office, limited to

two consecutive terms in office not including any of the remaining term of a previously presiding

Officer who left office prior to the end of their term.

Section 3. The President shall be the chief executive officer for the Chapter and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

The President shall perform all acts required or authorized by these Bylaws and shall have other powers and duties as may be assigned by the Board. The President shall be the official custodian of the Chapter Charter.

Section 4. The Vice President (VP) of Finance shall (1) oversee the management of funds for duly authorized purposes of the Chapter, which shall include, but not be limited to, On-line payments, cash and check transactions, or other (2) Review and participate in approval of all chapter contracts; (3) have charge and custody of all financial-related

assets and records of the Chapter, including but not limited to the original Chapter Bylaws, Articles of Incorporation, tax filings, financial statements, and payment records, (4) file all required tax returns and financial reports; and (5) be responsible for validating the results of all Chapter and Board votes and elections (6) perform any other responsibilities deemed necessary by the Board to support the ongoing functions of the Chapter (7) is the treasurer of the corporation in matters dealing with the state of California. The VP of Finance will recruit a Director to work collaboratively to manage all areas of Finance and serve as back-up when necessary.

Section 5. The Vice President (VP) of Operations will be responsible for (1) Managing the chapter infrastructure needs including (a) Information Systems (b) Computers (c) non-financial Assets (2) keep adequate records of all proceedings, actions, business meetings of the Chapter and meetings of the Board; (3) have charge and custody of all non-financially related items; including Chapter records, Board Policies and Committee Charters (4) Institutes a Nominating Committee for Chapter elections for VP positions and Validates the election results. (5) Keeper of revisions of all Chapter forms (6) Maintaining the Chapter Operations Manual, (7) Organize and conduct Chapter Audits as deemed necessary by the Board (8) Is the Secretary of the Corporation in matters dealing with the state of California. The VP of Operations will recruit a Director of Operations and who shall serve as back-up when necessary.

Section 6. The Vice President (VP) of Communications will be responsible for (1) maintenance of external and internal communications established by the Chapter, which can include, but not be limited to the Newsletter, Advertising, e-mail blast distribution lists, SharePoint and Chapter Web site content, public relations, publicity & marketing; and (2) any other functions deemed necessary by the Board to support the ongoing Communications and Marketing needs of the Chapter. The VP of Communications will recruit a Director to work collaboratively to manage all areas of Communications and serve as back-up when necessary.

Section 7. The Vice President of Membership will be responsible for (1) Enrollments of new volunteers and recruitment out-reach (2) Providing membership reports as required by the Board (3) Maintaining all data repositories for members (4) Maintain records for volunteer time and PDUs earned (5) Award selection and presentation to volunteers. The VP of Membership will recruit a Director to work collaboratively to manage all areas of Membership and serve as back-up when necessary.

Section 8. The Vice President of Programs will be responsible for (1) the development, management, and oversight of project management educational programs and events; courses to prepare members for the PMI® Certification Exam; providing information to members about PMI® Certification and re-Certification; and for reporting to PMI® headquarters on Professional Development Unit points (PDUs) sponsored by the Chapter, (2) the development and management of programs for regularly scheduled Chapter meetings, (3) Marketing of Chapter's Professional Development products and services in consultation with the VP of Communications. The VP of Programs will recruit a Director to work collaboratively to manage all areas of Programs and Professional development and serve as back-up when necessary.

Section 9. The Board shall exercise all powers of the PMI-4C Inc., 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 PMI-4C Inc. business and funds.

Section 10. 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 a simple majority of the Board members in office in good standing at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person only, or at its discretion, the Board may conduct its business by teleconference, electronic mail, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 11. The Board of Directors may declare an office to be vacant where an officer ceases to be a member in good standing of PMI or of the PMI-4C Inc. by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings. An officer may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 12. 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 13. If any officer position becomes vacant, the President shall nominate candidates, subject to the approval of the Board of Directors by a simple majority vote, 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 their term in office, the Vice President of Operations shall assume the duties and office of the presiding officer for the remainder of the term.

Each Officer will be responsible for the definition and maintenance for their positions as described in the Chapter Operations Manual, along with any other documentation deemed necessary by the Board to support the ongoing Operations of the Chapter. Vice Presidents may create and fill Director or Committee Chair positions as required to implement the duties and responsibilities assigned. The Chapter Board as a whole must confirm by majority vote all such assignments.

Article VI – PMI-4C Inc. Nominations and Elections.

Section 1. The nomination and election of officers shall be conducted biennially 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 PMI-4C Inc. 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 January following their election, 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. No current member of the nominating committee shall be included in the slate of nominees prepared by the committee. Elections shall be conducted during the annual meeting of the membership; or 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 counted by the Nominating Committee or by tellers designated by the Board.

The nominating Committee is sponsored by the Operations VP who shall submit a proposed charter to the Board on behalf of the proposed Nominating Committee chairman. Upon majority approval of the Committee Charter and Chairman, the Committee Chair and designates fulfills the committee duties specified under the Committee Charter. The Committee Charter shall note the Nominating Committee's scope, budget, duration and dissolution.

Section 4. 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, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

Article VII – PMI-4C Inc. 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 PMI-4C Inc. officers can serve on be on the Committees except as specifically restricted in these bylaws for the Nominating Committee

Section 2. All committee members and a chairperson for each committee shall be appointed

by the President or appropriate Vice President, with the confirmation of the Board

Article VIII – PMI-4C Inc. Finance.

Section 1. The fiscal year of the PMI-4C Inc. shall be from 1 January to 31 December.

Section 2. PMI-4C Inc. annual membership dues shall be set by the Chapter Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The PMI-4C Inc. Board shall establish policies and procedures to govern the management of its finances and shall supervise the Vice President of Finance who will submit required tax filings to appropriate government authorities.

Section 4. All dues billings, dues collections and dues distribution to the Chapter 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 45 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 PMI-4C Inc. shall be five percent (5%) of the voting membership in good standing, present and in person.

Section 6. All Board meetings shall be conducted according to parliamentary procedures determined by the Board.

Article X - Inurnment and Conflict of Interest.

Section 1. No member of the PMI-4C Inc. shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI-4C Inc., except as otherwise provided in these bylaws.

Section 2. No officer, appointed committee member or authorized representative of the PMI-4C Inc. shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Chapter of actual and reasonable expenses incurred by an officer, committee chair or member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. PMI-4C Inc. may engage in contracts or transactions with members, elected officers, appointed committee members or authorized representatives of the Chapter and any corporation, partnership, association or other organization in which one or more of PMI-4C Inc. officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction;
B. the board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
C. the contract or transaction is fair to the Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

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

Section 5. All officers, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Los Padres 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, committee member, or authorized representative of the PMI-4C Inc., acting in good faith and in a manner reasonably believed to be in the best interests of the Chapter, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

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 PMI-4C Inc. may purchase and maintain liability insurance on behalf of any person who is or was an officer, employee, trustee, agent or authorized representative of the Chapter, or is or was serving at the request of the Chapter as an officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XII- Amendments.

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot, or by two-thirds (2/3) vote of the voting membership via electronic means provided through the Project Management Institute. 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 PMI-4C Inc. Charter with PMI.

Article XIII – Dissolution.

Section 1. In the event that the Project Management Institute, California Central Coast Chapter Inc. or its governing officers fail to act according to these bylaws and PMI-4C Inc. and PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the Chapter.

Section 2. In the event the Project Management Institute, California Central Coast Chapter Inc. failed to deliver value to its members as outlined in the PMI-4C Inc. Strategic Plan/Business Plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to dissolve the Chapter, as per the terms of the Charter.

Section 3. In the event the Project Management Institute, California Central Coast Chapter Inc. is considering to dissolve the Chapter; the PMI-4C Inc. members of the Board of Director must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy.

Section 4. Should the Project Management Institute, California Central Coast Chapter Inc. 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.