

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, or any policies, procedures, rules or directives established or authorized by PMI, or 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 PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner, in the counties of Ventura, Santa Barbara, and San Luis Obispo and other areas as assigned by PMI®.

- 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 professionalism of project management.
 2. To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members and other interested parties involved in project management.
 3. Encourage and facilitate education, certification, and career development 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.
- F. 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 Chapter shall be governed by a Board of Directors (hereinafter “Board”). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or its equivalent).

Section 2. The Board shall consist of the Officers of the PMI-4C Chapter elected by the membership and shall be members in good standing of PMI[®] and of the PMI-4C Chapter. Terms of office for the elected Officers shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than five (5) consecutive terms on the Board in general.

Section 3. The Board of Directors of the PMI-4C Chapter shall include six (6) elected officers to serve in the following positions:

- President
- Vice President of Strategy and Operations
- Vice President of Finance and Administration
- Vice President of Programs and Professional Development
- Vice President of Membership and Growth
- Vice President of Communication and Marketing

All elected Officers shall be members in good standing of PMI[®] and of the PMI-4C Chapter and meet the qualifications set forth in the Chapter’s nomination process and job descriptions.

Section 4. President. The President shall be the chief executive officer for the PMI-4C Chapter and of the Board, and shall perform such duties as are customary for presiding Officers, including supervise, direct and control the corporation’s activities, affairs, and Officers in accordance with the Bylaws. The President shall preside at all members’ meetings and all Board meetings. If the President is unable to attend a meeting, Vice President of Strategy and Operations, may preside over the meeting. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 5. Vice President of Finance and Administration. The Vice President of Finance and Administration shall (1) oversee the management of funds for duly authorized purposes of the Chapter, which shall include, but not be limited to, online 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; (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;

and (7) is the treasurer of the corporation in matters dealing with the state of California. This Vice President shall be the Secretary of the corporation, who shall keep the records of the PMI-4C Chapter and maintain all legal, and government documents and contracts.

Section 6. Vice President of Strategy and Operations. The Vice President of Strategy and Operations shall work closely with the President and be mentored in preparation for the role of President. Additionally, this Vice President shall (1) oversee the strategic planning process for the Chapter; (2) monitor the implementation/execution of the strategic plan; (3) manage the chapter infrastructure needs including (a) Information Systems such as SharePoint and Website (b) Computers (c) non-financial assets; (4) keep adequate records of all proceedings, actions, business meetings of the Chapter and meetings of the Board; (5) institutes a Nominating Committee for Chapter elections for officers positions and validates the election results; (6) Keeper of revisions of all Chapter forms; (7) Maintaining the Chapter Operations Manual, and (8) Organize and conduct Chapter Audits as deemed necessary by the Board.

Section 7. Vice President of Programs and Professional Development. The Vice President of Programs and Professional Development shall 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 and Marketing; (4) Facility coordination, vendor coordination, overseeing the networking hour; and (5) other aspects of Chapter meetings involving current and prospective members.

Section 8. Vice President of Membership and Growth. The Vice President of Membership and Growth shall 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; (6) continued growth and retention of members and volunteers.

Section 9. Vice President of Communications and Marketing. The Vice President of Communications and Marketing shall 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 content and Chapter Web site content, public relations, publicity & marketing; (2) any other functions deemed necessary by the Board to support the ongoing Communications and Marketing needs of the Chapter; (3) promoting strategic alliances with corporate, educational, and community organizations, including brand management and managing relationships with these organizations

Section 10.

- A. Each Officer is responsible for those matters outlined in these Bylaws, along with any other documentation adopted by the Board to support the ongoing operations of the Chapter.
- B. The Board shall exercise all powers of the PMI-4C Chapter, except as specifically prohibited by these Bylaws, the PMI® Bylaws and policies, the PMI-4C 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 Chapter

business and funds.

- C. The President and all Vice Presidents shall perform any additional responsibilities deemed necessary by the Board to support the ongoing functions of the PMI-4C Chapter.

Section 11. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each member shall be entitled to one (1) vote and cannot assign a proxy. At its discretion, the Board may conduct its business by conference telephone, electronic video screen communication, or electronic transmission by and to the corporation, provided that (1) if participation is via conference telephone or electronic video screen communication, all members of the Board are able to hear one another, or (2) if participation is via electronic communication other than conference telephone or electronic video screen communication, each member of the Board participating in the meeting can communicate with all other members concurrently, and each member is provided the means of participating in all matters before the Board, including without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 12. The Board may declare an office to be vacant where an elected Officer ceases to be a member in good standing of PMI[®] or of the PMI-4C Chapter by reason of non-payment of dues or whereby an elected Officer:

1. Fails to attend two (2) consecutive Board meetings, or
2. Fails to attend three (3) consecutive Chapter meetings, or
3. Consistently fails to meet obligations of his or her office, or
4. There is any other just cause in connection with the affairs of the organization.

An elected Officer may resign by submitting written notice to the President, and the President may resign by submitting written notice to the Board of Directors. 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 13. A Board member 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 PMI-4C Chapter membership present and in person at an official meeting of the PMI-4C Chapter membership, or by a two-thirds (2/3) vote of the Board.

Section 14. If any Board 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 Board members will vote on a replacement to finish out the term as President until the next election. The replacement President may run for President the following year along with any other nominees for the position.

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

Section 1. The nomination and election of Officers shall be conducted biennially (in alternate years) in accordance with the terms of office specified in Article V, Section 2. All voting members in good standing of the PMI-4C 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 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. Nominations Process

- A. Every election year, the President shall appoint a Nominating Committee composed of at least three (3) members of the PMI-4C Chapter, and one of who shall be a Trustee (as defined in Article VII, Section 2).
- B. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.
- C. The Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility, qualification and willingness of each nominee to stand for election.
- D. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board.
- E. The Nominating Committee shall provide nominees with a description of the roles and responsibilities of the Board to ensure nominees understand responsibilities involved.
- F. 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 4. Elections

- A. Elections of the Board of Directors shall be conducted biennially (every two years) in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI.
- B. Members are eligible to vote if they are in good standing with both PMI® and the PMI-4C Chapter as of the record date of the vote.
- C. Elections shall be conducted (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction.
- D. Ballots shall be counted by the Nominating Committee or by counters designated by the Board.
- E. The candidate who receives a majority of the votes cast for his or her office shall be elected.

Section 5. In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or the PMI-4C Chapter may be used to support the election of any candidate or group of candidates for PMI®, the PMI-4C 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 Nominating Committee, or other applicable body designated by the PMI-4C Chapter, will be the sole distributor(s) of any election materials for the PMI-4C Chapter elected positions.

Article VII – PMI-4C Chapter Committees and Advisory Teams

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 Chapter elected and appointed Officers may serve on Chapter Committees unless specifically restricted by the Bylaws.

Section 2. The PMI-4C Chapter shall have one or more advisors referred to as “Trustee (s),” who shall act as official advisors and mentors to the Board and will undertake special projects as assigned by the PMI-4C Chapter President or the Board. Trustees must have previously served as President of the Chapter and attend chapter meetings and Board meetings regularly. Trustee (s) shall be invited to all Board meetings and other meetings as deemed necessary by the Board, but shall have no voting rights. Past Presidents automatically become Trustees as long as they left their office in good standing. The Trustee (s) will provide the continuity and stability for the Chapter and its member ensuring that the Chapter continues to function and exist.

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 and Administration 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:

1. 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;
2. the board in good faith authorizes the contract or transaction by a majority vote of the Board members who do not have an interest in the transaction or contract;
3. 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 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.