



## **Bylaws**

**Project Management Institute San Francisco Bay Area (PMI-SFBAC), Incorporated  
Adopted by the Board of Directors members on May 19, 2018**

**Version 2018-1**

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## **Article I – Name, Principal Office; Other Offices**

### **Section A. Name - Legal Requirements - Offices**

1. Name/Non-Profit Incorporation. The name of this organization shall be the Project Management Institute - San Francisco Bay Area PMI-SFBAC (hereinafter the “PMI- SFBAC”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, tax exempt “Mutual Benefits Corporation” organized under the laws of the State of California as an IRS 501(c) 6 organization.
2. The PMI-SFBAC shall meet all legal requirements in the jurisdictions in which the PMI-SFBAC conducts business or is incorporated/registered. The PMI-SFBAC strives to have equality and diversity in membership and occupation to have the best possible chapter through our synergies.
3. Principal Office; Other Offices. The principal office of the PMI-SFBAC shall be located in the San Francisco Bay area of the State of California. The PMI-SFBAC may have other offices such as Branch offices as designated by the PMI-SFBAC Board of Directors.

### **Section B. Relationship to PMI®**

1. The PMI-SFBAC is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.
2. The Bylaws of PMI-SFBAC 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 PMI-SFBAC’s Charter with PMI®. Current PMI By-Laws are Version 3.3, last revised on 26 Jan 2016.
3. The terms of the Charter executed between PMI-SFBAC 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, PMI-SFBAC shall be governed by and adhere to the terms of the Charter.

## **Article II – Purpose and Limitations of PMI-SFBAC**

### **Section A. Purpose of PMI-SFBAC**

1. General Purpose. PMI-SFBAC has been founded as a non-profit, tax exempt corporation chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in the geographical area assigned by PMI® in a conscious and proactive manner.
2. Specific Purpose. Consistent with the terms of the Charter executed between the PMI-SFBAC and PMI and these Bylaws, the purposes of the PMI-SFBAC Chapter 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.
- f. To collaborate with universities, other educational institutions, and corporate entities to encourage appropriate education and career development at all levels of project management activities.
- g. To seek and foster international cooperation and contacts with other organizations, both public and private, which relate to project management and to collaborate in matters of common interest and benefit.
- h. To identify, develop, foster, and maintain professional, practice, ethical, credentialing, and accreditation standards and principles.
- i. To continually improve the standard of living, stability, a sense of community, self-esteem and self-actualization.

#### **Section B. Limitations of PMI-SFBAC**

1. General Limitations. The purposes and activities of PMI-SFBAC shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistent with PMI-SFBAC's Articles of Incorporation.
2. The membership database and listings provided by PMI® to PMI-SFBAC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMI-SFBAC, consistent with PMI® policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.
3. The officers of PMI-SFBAC shall be solely accountable for the planning and operations of PMI-SFBAC, and shall perform their duties in accordance with PMI-SFBAC's governing documents, its Bylaws, Charter Agreement; PMI®'s Bylaws, policies, practices, procedures, and rules; and applicable law.

#### **Section C. PMI-SFBAC Board of Directors Authority.**

1. The Board of Directors shall have the authority, responsibility, and accountability to develop, establish, approve, and enforce policies and procedures necessary to implement the requirements of this Article.

### **Article III – Membership**

#### **Section A. General Membership Provisions**

1. Membership in PMI-SFBAC requires membership in PMI®. PMI-SFBAC 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.
2. 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.

3. Members shall be governed by and abide by the PMI® Bylaws and by the Bylaws of PMI-SFBAC and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI® Code of Conduct.

#### **Article IV – Membership Dues**

##### **Section A.**

1. All members shall pay the required PMI® and PMI-SFBAC 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-SFBAC.
2. Membership in PMI-SFBAC shall terminate upon the member's failure to pay dues or expulsion from membership for just cause.
3. Upon termination of membership in PMI-SFBAC, the member shall forfeit any and all rights and privileges of PMI-SFBAC membership.
4. Transfer. Membership in the Chapter is not transferable to any person, regardless of category or classification.
5. All members in good standing of PMI-SFBAC may vote on PMI-SFBAC issues presented to the membership. All members may hold office subject to the requirements specified elsewhere in these Bylaws.
6. 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 PMI-SFBAC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI-SFBAC to PMI within such one month delinquent period.

##### **Section B. Classes and Categories of Members.**

1. PMI-SFBAC shall not create its own membership categories. PMI® Chapter membership categories shall be consistent with PMI® membership categories.

#### **Article V – Meetings of the Membership**

##### **Section A.**

1. An annual general meeting of the membership shall be held at a date and location to be determined by the Board.
2. Special meetings of the membership may be called by the President; by a majority of the Board; or by petition of five percent (5%) of the voting membership directed to the CHIEF GOVERNANCE OFFICER.
3. Notice of annual general meetings shall be sent by the Board to all members at least thirty (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.
4. Notice of all special meetings shall be sent by the Board in advance to all members at least thirty

(30) days in advance of the meeting. The notice shall 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.

5. Quorum at all annual and special meetings of the PMI-SFBAC 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.
6. All annual general meetings and special meetings of the membership shall be conducted according to parliamentary procedures determined by the Board.

## **Article VI – Board of Directors**

### **Section A.**

The PMI-SFBAC 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).

Number of Directors. PMI-SFBAC shall have a board of directors (hereinafter the “Board”) consisting of a minimum of five (5) and a maximum of nine (9) directors. Any director must at all times be a PMI-SFBAC member in good standing. Each director shall have equal voting rights of one (1) vote each.

1. Three Directors are elected by the membership to the following positions:
  - President
  - Secretary
  - Treasurer
  - The Board members only will appoint a Chief Governance Officer and may appoint a Next Generation leader from within their ranks.
2. Powers. All corporate powers shall be exercised by or under the authority of the board and the affairs of PMI-SFBAC shall be managed under the direction of the board, except as otherwise provided by law

### **Section B. Terms**

1. All directors shall be elected to serve a three (3) year term.
2. Director terms shall be staggered so that approximately one-third (1/3) the number of directors will end their terms in any given year.
3. Directors may serve up to two (2) terms in succession.
4. The term of office shall be considered to begin April 1 and end March 31.
5. Vacancies. The board of directors may fill vacancies due to the expiration of a director’s term of office, when a director ceases to be a member in good standing, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the minimum and maximum number of directors under these Bylaws. Vacancies in the board of directors due to resignation, when a director ceases to be a member in good standing, death, or removal shall be filled by the board by appointment for the balance of the term of the director being replaced. If the position becomes vacant prior to an election, it may be filled with a board

candidate from that election slate or one of the existing board members may be considered by appointment by the board.

### **Section C. Removal of Directors and Board Officers**

(All the procedures apply to Directors and Board Officers)

1. A director may be removed according to California law 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.
2. A director who fails to adhere to obligations and assigned duties and/or failure to attend three (3) out of four (4) consecutive board meetings will be deemed to have removed themselves by resignation.
3. Any Officer may be removed from Office by the PMI Board of Directors for just cause whenever in its judgment the best interests of the Institute will be served thereby.
4. Any Board Member may resign at any time by given written notice to the board without prejudice to the rights, if any, of the board under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later specified in the notice, unless otherwise specified in the notice.

### **Section D. Board of Directors Meetings**

1. The board of directors will meet as needed, but no less than four (4) times per calendar year. A minimum of fourteen (14) calendar days' notice must be given unless a majority of the members of the board of directors agree to waive notice.
2. Any director may waive notice of any meeting, in accordance with California law.
3. Quorum. The participation of a majority of the directors in service is required for quorum.
4. Decisions of the Board will be those that receive an affirmative vote by a majority of a quorum of the Board, except for those decisions noted in these bylaws as requiring a higher level.
5. The Board will govern PMI-SFBAC using the Policy Governance® system.
6. Unless the articles of incorporation or the bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.
7. Board Delegation of Responsibilities. The Board may delegate any responsibilities except its obligation as a body to: create and maintain a linkage with the legal and moral ownership; create and maintain written governing policies; and, continually assure organizational performance.

## **Article VII - Officers**

### **Section A. Board Members**

1. The Board Members elected by the membership will consist of a President, Secretary, and Treasurer.
2. Term of Office. Each Board officer shall serve a one (1) year term of office and may not serve

more than three (3) consecutive terms of office. Each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

3. President. The President shall be responsible to facilitate communications within the Board and all stakeholders except the CEO, 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.
4. Secretary. The Secretary shall be responsible for the integrity of the Board's documents and will preside at meetings of the Board in the Chair's absence and shall keep the records of all regular and special meetings of the PMI-SFBAC Board of Directors.
5. Treasurer. The Treasurer shall be responsible for and oversee the management of funds for duly authorized purposes of the PMI-SFBAC.
6. Chief Governance Officer. The CGO shall be responsible to ensure the Board members and their actions are consistent with the letter and intent of the policies and Bylaws and California Corporation Code. The CGO will ensure that the Chapter Bylaws and policies align with PMI global requirements. Provide Board and Operations communication and decisions to the CEO in accordance with Policy Governance.
7. Next Generation Board Member. The Next Generation Board member represents the students and is appointed for one year term. The NextGen Board shall be responsible to link students and PMI SFBAC.
8. Non-Board Chapter Officers and Directors. The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation. The Chief Executive Officer shall be appointed by the Board and serve at the Board's pleasure. A Chief Financial Officer will be appointed by the Board and be a separate person from the CEO for audit purposes. The CEO is ultimately responsible for oversight of vendor contracts and will coordinate with the CFO.

## **Article VIII - Nominations and Elections**

### **Section A.**

1. The nomination and election of directors shall be conducted at least annually. All members in good standing 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, sexual orientation, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.
2. Members in good standing who are elected shall take office as directors on the first day of April following their election, and shall hold office for the duration of their terms.
3. A Nominating Committee shall be established by the Board. The Board shall appoint a Chair, who will recruit members to serve on the Nominating Committee. The Nominating Committee shall prepare a slate containing nominees for each Board director seat which is expiring and shall determine the eligibility and willingness of each nominee to stand for election. The nominating committee shall make a full good-faith effort to identify more than the minimum number of



nominees for each director seat to be elected.

4. Members in good standing may also be nominated for election by a petition of at least five percent) of the eligible voting membership at the time of appointment of the Nominating Committee. Elections shall be conducted by any method, including but not limited to electronic vote, in compliance with the legal jurisdiction. The nominees who receive the highest number of votes cast shall be elected to each expiring director seat. Director seats shall be elected in descending term length order. Ballots shall be counted by the Nominating Committee or by independent tellers. In the event of a tie, the PMI-SFBAC Board shall cast the tie- breaking vote.
5. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Nominating Committee.
6. In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or PMI-SFBAC may be used to support the election of any candidate or group of candidates for PMI®, PMI-SFBAC 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 Chapter will be the sole distributor of all election materials for PMI-SFBAC elected positions.
7. Committees. 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-SFBAC officers and/or Directors can serve on the Committees, unless it specifically is restricted by the Bylaws.
8. All committee members and a chairperson for each committee shall be appointed by the Chief Executive Officer for operational committees and by the Board for governing committees, following Policy Governance procedures.

## **Article IX - Finance**

### **Section A.**

1. The fiscal year of the PMI-SFBAC shall be from 1 January through 31 December.
2. PMI-SFBAC annual membership dues shall be set by the PMI-SFBAC's Board and communicated to PMI® in accordance with policies and procedures established by PMI®.
3. All dues billings, dues collections and dues disbursements shall be performed by PMI®.
4. The PMI-SFBAC Board shall ensure policies and procedures to govern the management of its finances are established and may facilitate submission of required tax filings to appropriate government authorities.

## **Article X - Inurement and Conflict of Interest**

### **Section A.**

1. No member of PMI-SFBAC shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI- SFBAC, except as

otherwise provided in these bylaws.

2. No officer, director, appointed committee member or authorized representative of PMI-SFBAC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI-SFBAC of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.
3. PMI-SFBAC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI-SFBAC and any corporation, partnership, association or other organization in which one or more of PMI-SFBAC'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 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-SFBAC and complies with the laws and regulations of the applicable jurisdiction in which PMI-SFBAC is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.
4. All officers, directors, appointed committee members and authorized representatives of PMI-SFBAC shall act in an independent manner consistent with their obligations to PMI-SFBAC and applicable law, regardless of any other affiliations, memberships, or positions.
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-SFBAC has entered, or may enter, into contracts, agreements or any other business transaction, and shall recuse themselves from voting on, or influencing the consideration of, such matters.

## **Article XI - Indemnification**

### **Section A.**

In the event that any person who is or was an officer, director, committee member, or authorized representative of PMI-SFBAC acting in good faith and in a manner reasonably believed to be in the best interests of PMI-SFBAC 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.

1. 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.
2. To the extent permitted by applicable law, PMI-SFBAC 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 PMI-SFBAC, or is or was serving at the request of PMI-SFBAC 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 – Dissolution**

### **Section A.**

Section 1. In the event that the PMI-SFBAC 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 PMI-SFBAC Charter and require the chapter to seek dissolution.

Section 2. In the event the PMI-SFBAC failed to deliver value to its members as outlined in PMI-SFBAC's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the PMI-SFBAC Charter and require the chapter to seek dissolution.

Section 3. In the event the PMI-SFBAC is considering dissolving, the PMI-SFBAC's 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 PMI-SFBAC 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 XIII - Adoption and Amendments**


### **Section A.**

1. Approval shall be by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot.
2. These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an Annual General Meeting or a special meeting of the membership of PMI-

SFBAC duly called; or by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic 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 forty-five (45) days before such meeting or vote.

3. Amendments may be proposed by the Board on their own initiative or upon petition by five percent (5%) 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. All such proposed amendments may be amended as described above.
4. 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 PMI-SFBAC's Charter with PMI®.

CERTIFICATE OF ADOPTION OF BYLAWS I do hereby certify that the above stated Bylaws of Project Management Institute - San Francisco Bay Area Chapter, Incorporated were approved by the membership on <<August, Day, 2018>> and constitute a complete copy of the Bylaws of the corporation.

Secretary   
Date: 9/10/2018