



BYLAWS OF PROJECT MANAGEMENT INSTITUTE – SAN FRANCISCO BAY AREA CHAPTER, INC.

A California Nonprofit Mutual Benefit Corporation

Adopted by the Board of Directors on March 28, 2001

Amended on May 18, 2005

Amended on August 15, 2005

Amended on August 23, 2007

Amended on September 22, 2009

ARTICLE I – NAME, PRINCIPAL OFFICE; OTHER OFFICES:

Section A, Name. This organization is called the Project Management Institute - San Francisco Bay Area Chapter, Inc. (hereinafter the "PMI-SFBAC"). Its abbreviated name is PMI-SFBAC, Inc. This organization is a local chapter chartered by the Project Management Institute, Inc. (hereinafter "PMI®"). The PMI-SFBAC is separately incorporated as a nonprofit, tax exempt corporation organized under the laws of the State of California.

Section B, Area of Operation & Office. The area of operation for the PMI-SFBAC includes the San Francisco Bay Area's cities and surrounding communities assigned by PMI®. The principal office of the PMI-SFBAC is located in San Francisco, California. The PMI-SFBAC may have other offices such as branch offices as designated by the PMI-SFBAC Board of Directors.

Section C, Legal Requirements. The PMI-SFBAC will meet all legal requirements in the jurisdictions in which it conducts business or is incorporated, *i.e.*, the State of California.

ARTICLE II – RELATIONSHIP TO PMI®:

Section A, PMI® Relationship. 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.

Section B, PMI® Bylaws. The PMI-SFBAC Bylaws may not conflict with the current PMI®'s Bylaws or any policies, procedures, rules or directives established or authorized by PMI® or the PMI-SFBAC's Charter with PMI®.

Section C, Charter. The terms of the Charter executed between the PMI-SFBAC and PMI®, including all restrictions and prohibitions, take precedence over these Bylaws and other authority granted hereunder. Notwithstanding the foregoing, if California law conflicts with the Charter terms, California law takes precedence.

ARTICLE III – PURPOSE AND LIMITATIONS:

Section A, Purpose of the PMI-SFBAC. The 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 greater Bay Area in a conscious and proactive manner.

Specific Purposes. Consistent with the terms of the Charter executed between the PMI-SFBAC and PMI® and these Bylaws, the purposes of the PMI-SFBAC include:

- (a) To help Bay Area community, businesses and professionals accomplish their goals by advancing the application, knowledge and growth of project management.
- (b) To offer a comprehensive high caliber curriculum of seminars, conferences, training, and knowledge sharing venues.
- (c) To be one of the top sources for information on project management and the current state of the art in the project management industry for project management practitioners in the San Francisco Bay Area.
- (d) To have a robust volunteer organization providing our members with a rewarding learning experience.
- (e) To promote the value and increase the awareness of project management in the local community by being involved in and supporting local non-profit organizations, associations and educational institutions.
- (f) To add value to our members and adjust to their needs as a result of monitoring trends in the business community.

Section B, Limitations of the PMI-SFBAC. The purposes and activities of the PMI-SFBAC is subject to limitations set forth in the Charter agreement, these Bylaws, and conducted consistently with PMI-SFBAC Articles of Incorporation.

Membership Information. The membership database and listings provided by PMI® to the PMI-SFBAC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI-SFBAC, 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.

Accountability. The Officers of the PMI-SFBAC are solely accountable for the planning and operations of the Chapter, and should 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 – MEMBERSHIP:

Section A, Eligibility. Membership in the PMI-SFBAC is voluntary and is open to any eligible person interested in furthering the purpose of the Chapter regardless of race, creed, color, age, sex, marital status, national origin, religion, sexual orientation, physical or mental disability. An applicant will become a

member of the PMI-SFBAC upon approval of his or her application and payment of the PMI® and PMI-SFBAC dues to PMI®. Membership in the PMI-SFBAC requires membership in PMI®. The PMI-SFBAC will not accept as members any individuals who have not been accepted as PMI® members, and will not create its own membership categories.

Section B, Member Status. “Member in Good Standing” is defined as PMI-SFBAC members who have paid both PMI® and PMI-SFBAC dues and appear on the PMI® chapter member list and adhere to PMI® Code of Ethics and Professional Conduct.

Section C, Governance. Members will be governed by and abide by the PMI® Bylaws and the PMI-SFBAC Bylaws and all policies, procedures, rules and directives lawfully made there under including but not limited to the PMI® Code of Ethics and Professional Conduct.

Section D, Termination of Membership. Membership in the PMI-SFBAC will terminate upon:

- (a) The member’s resignation (see “*Resignation*” below),
- (b) Failure to pay dues (see “*Delinquency*” below), or
- (c) Expulsion from membership for just cause. This is a good faith determination by the PMI-SFBAC Board of Directors or the governing body of PMI® that the member has engaged in dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter or that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation’s purpose and interests (see “*Termination*” below).

There will be no refund of PMI-SFBAC or PMI® dues (see “*Forfeiture*” below).

Resignation: A member may at any time submit his or her resignation in writing to PMI® or the Board of Directors of the PMI-SFBAC and it will become effective upon receipt.

Delinquency: Members who fail to pay the required dues for one month or more are considered to be delinquent and their names will be removed from the official membership list of the PMI-SFBAC. A delinquent member may be reinstated by making payment in accordance with PMI® policies.

Termination: The Board will approve procedures for member termination, which will be set forth in the Chapter’s Operations Manual.

Forfeiture: Upon a termination of membership, the member forfeits any and all rights and privileges of membership.

Section E, Member Rights. All members in good standing are be eligible to vote on matters submitted to a vote of the members, to hold office in the PMI-SFBAC if qualified, and have such other rights as are required under the California Non-Profit Mutual Benefit Corporation law. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

ARTICLE V – BOARD OF DIRECTORS AND COMMITTEES:

Section A, Board of Directors. The governing body of the PMI-SFBAC is the Board of Directors (“Board”), which is chaired by the President of the corporation. The Board is responsible for carrying out the purposes and objectives of the PMI-SFBAC. The Board is subject to the provisions and limitations of the California Non-Profit Mutual Benefit Corporation law and any other applicable laws, and subject to any limitations in the articles of incorporation or Bylaws relating to actions requiring approval by the members. T

he corporation's activities and affairs will be managed, and all corporate powers will be exercised, by or under the direction of the Board.

Section B, Number and Positions of Officers. The PMI-SFBAC Board shall consist of at least three (3) but no more than five (5) Officers elected by the membership until the number is changed by amendment to these Bylaws. The elected Officers duties and requirements are described in detail in the Officer position descriptions. Officers shall serve in the following positions:

President. The President shall be the Chief Executive Officer and the chairman of the PMI-SFBAC and of the Board. The President shall have such and other powers and 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 at all board meetings. If the President is unable to attend a meeting, any other Officer designated by the Board 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.

Secretary and Vice President – Operations. The corporation shall have a Secretary, who shall be referred to in these Bylaws as the "Vice President – Operations". The Vice President – Operations shall keep the records of all PMI-SFBAC business matter (except those relating to finance). The Vice President – Operations is also accountable for the areas of Communications, Volunteer Management and Membership

Chief Financial Officer. The Chief Financial Officer ("CFO") shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The books of account will be open to inspection by any Officer at all reasonable times. The CFO will provide reports and information as necessary to Federal and California agencies or authorities as required by law. Only the CFO or the President may enter into contracts or other fiduciary obligations on behalf of the PMI-SFBAC.

Vice President – Professional Development. The Vice President – Professional Development is responsible for developing and coordinating educational events on project management topics, and courses to prepare members for the PMI® certification exams. This Officer is also responsible for reporting to PMI® Professional Development Units (PDUs) sponsored by the PMI-SFBAC. The Vice President – Professional Development is also responsible for development and coordination of programs for regularly scheduled chapter meetings, including facility coordination, networking sessions and other aspects of the meetings.

Vice President – Community Relations. The Vice President - Community Relations shall promote strategic alliances with corporate, nonprofit and government organizations for the long-term benefit of the Chapter and enhancement of members' employment and career opportunities. The Vice President - Community Relations is responsible to secure sponsorship of PMI-SFBAC events by local Bay Area organizations.

Section C, Qualification and Eligibility of Officers. All Officers need to be members in good standing of PMI® and of the PMI-SFBAC and meet the qualifications set forth in the Chapter's Nomination process and job descriptions. In order to be eligible to serve as President of the corporation, a member must have held a Board position for at least one full term prior to the election in which that person is a candidate for president. No Past President is eligible to become President until three terms have elapsed after his or her most recently expired term. No President who has served a full term may serve successive terms. All other Officers may succeed themselves only once. No Officer may serve more than four (4) consecutive elected terms on the Board in total. Each of these requirements may be waived by an

affirmative vote of a simple majority of the Board of Directors. The Officer subject to qualify is not eligible to cast a vote.

Section D, Election and Tenure. Officers shall be elected in accordance with the provisions of Article VI of these Bylaws. All Officers will serve one-year terms, commencing on April 1 and ending the following March 31, except in the case of special elections.

Section E, Vacancies of the Board. If the President's office becomes vacant for any reason, the Board will select a successor by a majority vote of the PMI-SFBAC Board. In the event of other Officer vacancies, the President will appoint persons to fill vacant offices until the next regularly scheduled election and affirm the appointment by a majority vote of the PMI-SFBAC Board.

Section F, Removal of Officers. Any Officer may be removed for just cause, including, but not limited to, violation of the PMI® Code of Ethics and Professional Conduct or for non-performance, by an affirmative vote of a simple majority of the PMI-SFBAC Board. The Officer subject to removal is not eligible to cast a vote.

Section G, Resignation of an Officer. An Officer may resign from his or her position by submitting written notice to the PMI-SFBAC Board. Unless another time is specified in the notice or determined by the Board, such resignation shall become effective upon receipt by the PMI-SFBAC Board.

Section H, Code of Ethics and Professional Conduct. All Officers must comply with all California and federal laws, the PMI® Code of Ethics and Professional Conduct, and the PMI-SFBAC's Volunteer Agreement.

Section I, Ad hoc Committees. The PMI-SFBAC Board may authorize by majority vote 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 and should directly report to an Officer of the Board. All committee members and a chairperson for each committee shall be appointed by the PMI-SFBAC Board. Committee members shall be appointed from the membership of the organization. Additionally, the Board may, from time to time, create one or more committees which shall not be committees of the Board, consisting of two or more committee members, who need not be Officers

ARTICLE VI – NOMINATIONS, ELECTIONS, AND VOTING:

Section A, Voting by Members. Any action that members may take at any meeting of members may also be taken without a meeting by complying with the following: The corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballots will be mailed or delivered in the manner required by Article VI, Section F of these Bylaws. Further information regarding voting procedures is contained in the Chapter's Operations Manual.

Section B, Officer Nominations and Nominating Committee. Each year, the Board shall select a nominating committee of between three and four members (the "Nominating Committee"). One of the members shall be the preceding year's President, who shall also serve as the committee chairperson. No Nominating Committee member may also be a current Officer. Any member may nominate candidates by delivering notice to the Nominating Committee chairperson; and two electronic requests for nominations shall be sent to the entire membership. In addition, candidate Officers may be selected by majority vote of the Nominating Committee. Before each election, the Nominating Committee shall prepare a slate containing nominees for each Officer position and will determine the eligibility and

willingness of each nominee to stand for election. No current member of the Nominating Committee may be included in the slate of nominees prepared by the Committee. Discrimination in election and nominating procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, sexual orientation, physical or mental disability, any other prohibited classes, or with unlawful purpose is prohibited.

Section C, Elections of Officers. Elections of Officers are normally held in the fourth quarter of each year by electronic ballot. Ballots shall be sent to all PMI-SFBAC members (who are in good standing of both PMI® and the PMI-SFBAC as of the record date for voting) by written ballot as described in this Article VI, Section D, below. Members' voting rights are set forth in Article IV, Section F of these Bylaws. A committee of inspectors (minimum of three) appointed by the Board shall count the returned ballots. The candidate who receives the most votes cast for each office shall be elected. If there is a tie, the Board will select by a simple majority vote the Officer from the tied candidates. A more detailed description of the nominating process can be found in the Operations Manual, described in Article VII, Section C, of these Bylaws.

Section D, Record Date For Notice, Voting, Written Ballots, and Other Board Actions. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for: (a) sending notice of a meeting will be 30 days before the date of the meeting; (b) voting at a meeting will be 30 days before the date of the meeting; (c) voting by written ballot will be 30 days before the day on which the ballot must be received to be counted; and (d) taking any other action will be 30 days before that action.

Section E, Quorum. 25 members present in person will constitute a quorum for the transaction of business. If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Article VI, Section F, of these Bylaws. For any action that is taken without a meeting by written ballot under Article VI, Section A, 25 members responding by written ballot or electronic ballot will constitute a quorum for the transaction of business.

Subject to the quorum requirement set forth in this section of these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section F, Election Rules. In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or the 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 PMI-SFBAC Nominating Committee, or other applicable body designated by the PMI-SFBAC, will be the sole distributor(s) of all election materials for the PMI-SFBAC elected positions.

ARTICLE VII – BOARD MEETINGS AND OPERATIONS:

Section A, Board Meetings. Board meetings will be held at least four (4) times per year at the time and date designated by the Board. A simple majority of the authorized number of Officers shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Officers present at a duly held meeting at which a quorum is present shall be an act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the

withdrawal of some Officers, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. When votes are taken, only one vote from each Officer will be counted.

Board meetings will be held at any place within or outside California that has been designated by resolution of the Board or in notice of the meeting.

Further, any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section will constitute presence in person at the meeting if all of the following apply:

- (a) each Officer participating in the meeting can communicate concurrently with all other Officers;
- (b) each Officer is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (c) the Board has adopted and implemented a means of verifying both that the person participating in the meeting is an Officer or other person entitled to participate in the meeting and all actions of or votes by the Board are taken or cast only by the Officers and not by persons who are not Officers.

At a minimum once a year, the Board will hold a general meeting for purposes of organization and transaction of other business. Other general meetings of the Board may be held at such time and place as the Board may fix from time to time.

Section B. Notice for Meetings of the Board. Reasonable notice of regular meetings of the Board will be given to each Officer by first-class mail, personal delivery, or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, such as telegraph, facsimile, electronic mail, or other electronic means. Special meetings of the Board may be held upon four days' notice by first-class mail, or 48 hours' notice delivered personally, or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board.

Notice of a meeting need not be given to any Officer who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals will be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Officer who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Any action that the Board is required or permitted to take may be taken without a meeting if all Officers consent in writing to the action.

Section C. Proxy. If an Officer of the Board is unable to attend a Board meeting, they can designate their Deputy VP to attend the meeting. The Officer of the Board can designate their Deputy VP to vote on authority of the Officer in the Officer's absence if a "notice of proxy" is provided to the Board.

Section D. Operations Manual. The PMI-SFBAC will use an Operations Manual to provide greater detail about the processes used to run the day-to-day operations of the Chapter. The Secretary is responsible for the maintenance and upkeep of the Operations Manual. Copies will be provided to all Officers and certain volunteers and will be made available to the Chapter's membership on request. Changes or significant updates to the Operations Manual may be proposed by any Officer and approved for implementation by a simple majority of the Board.

ARTICLE VIII – ADVISORY BOARD:

Section A, Advisory Board. The corporation shall have an Advisory Board consisting of past Officers and corporate executives who will serve as a network of experts to provide the Board with meaningful advice on a regular basis on many different topics, including strategy, organizational development, policy, and outreach.

Section B, Role of Advisory Board. The Advisory Board shall report to the President. Any advice or recommendations reported by the Advisory Board shall be non-binding, however, the President shall take into consideration any advice offered by the Advisory Board when taking any action on behalf of the corporation. No Officer of the corporation shall be bound in any way to act in accordance with any advice or recommendations reported by the Advisory Board.

Section C, Composition of Advisory Board. The Advisory Board shall consist of a minimum of one (1) member and a maximum of five (5) members. The PMI-SFBAC may, after a simple majority vote by the President and all existing Advisory Board members, invite any past Officer (except an Officer who has been removed from office pursuant to Article V, Section F, of these Bylaws) or corporate executive to fill a vacant position on the Advisory Board. Each member of the Advisory Board shall serve a term of one (1) year, and each Advisory Board member may be elected at the end of each term for successive one (1) year terms by a simple majority vote of the President and the other Advisory Board members. Advisory Board members may be removed from their positions as provided in Article V, Section F, or resign their position as provided in Article V, Section G, of these Bylaws. If at any time there are no members of the Advisory Board, the Secretary/Vice President-Operations shall serve as an *ex officio* member of the Advisory Board solely to help select a member for the Advisory Board.

ARTICLE IX – FINANCE:

Section A, Fiscal Year. The fiscal year of the PMI-SFBAC will be from January 1 to December 31.

Section B, Financial Control. Accounting for the finances of the PMI-SFBAC must conform in general to the recommended practices of the American Institute of Certified Public Accountants. The Board and its Officers will establish policies and procedures to govern the management of its finances and will submit required tax filings and other documents required by law to appropriate government authorities.

Section C, Chapter Fees. Annual membership dues for the PMI-SFBAC will be billed, collected, and disbursed by PMI®. The Board will annually review the amount payable for PMI-SFBAC dues. Any changes in the Chapter dues will be reported to PMI® by the date designated by PMI®.

Section D, Activity Charges. Persons who are not members of PMI® or the PMI-SFBAC may be charged an additional amount per activity to participate in PMI® or PMI-SFBAC activities.

ARTICLE X – INUREMENT AND CONFLICT OF INTEREST:

Section A, Conflict of Interest. No Officer, appointed committee member or authorized representative of the PMI-SFBAC shall receive any pecuniary gain, compensation, other tangible or financial benefit or profit, incidental or otherwise, from activities of serving on the Board. However, the Board may authorize payment by the PMI-SFBAC of actual and reasonable expenses incurred by an Officer, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

All Officers, appointed committee members and authorized representatives of the PMI-SFBAC shall act in an independent manner consistent with their obligations to the PMI-SFBAC and applicable law, regardless of any other affiliations, memberships, or positions. The PMI-SFBAC or its members may not engage in any activity that is prohibited by any federal, state, or local, law, statute, or ordinance.

Section B, Disclosure. 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 PMI-SFBAC 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 X – AMENDMENTS:

These Bylaws may be amended by a simple majority vote of a quorum of the members. The vote will be by written or electronic ballot and a quorum of the members will be determined as provided in Article VI, Section E, of these Bylaws. 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. The Board, with or without recommendation, will present all such proposed amendments for voting. 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-SFBAC’s Charter with PMI®.

ARTICLE XI – DISSOLUTION:

Section A. Dissolution by PMI®. In the event that the PMI-SFBAC or its governing officers fail to act according to these Bylaws and PMI-SFBAC’s or PMI® policies, procedures, and rules outlined in the Charter agreement, PMI® has a right to dissolve the PMI-SFBAC.

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 dissolve the PMI-SFBAC, as per the terms of the Charter.

Section B. Dissolution by PMI-SFBAC. In the event the PMI-SFBAC is considering dissolving the PMI-SFBAC, the PMI-SFBAC’s members of the Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI®’s policy.

Section C. Financial Dispersement. Should the PMI-SFBAC dissolve for any reason, its assets shall be dispersed to one or more charitable organizations as designated by the PMI-SFBAC Board of Directors and as approved by a simple majority vote of a quorum of the members after the payment of just, reasonable, and supported debts, consistent with applicable legal requirements.

ARTICLE XII – INDEMNIFICATION AND INSURANCE:

Section A. Indemnification. To the fullest extent permitted by law, this corporation will defend and indemnify its Officers, employees, and other persons, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI-SFBAC, described in Corporations Code, Section 7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually incurred by them in connection with any “proceeding,” as that

