



**Bylaws of**  
**Project Management Institute**  
**Los Angeles Chapter, Inc.**  
**A Non-Profit Mutual Benefit Corporation**

**January 23, 2020**

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

### **Section 1. Name/Not-Profit Incorporation.**

This organization shall be called the Project Management Institute - Los Angeles Chapter, Inc. (hereinafter “the PMI-LA Chapter”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI<sup>®</sup>”) and separately incorporated as a non-profit mutual benefit corporation, organized under the laws of the state of California. The PMI-LA Chapter is tax exempt under Internal Revenue Code Section 501(c)(6).

**Section 2.** The PMI-LA Chapter shall meet all legal requirements in the State of California and any other jurisdiction in which PMI-LA conducts business or is incorporated/registered.

### **Section 3. Principal Office; Other Offices.**

The principal office of the PMI-LA Chapter shall be located in Los Angeles, California. The PMI-LA Chapter may have other offices such as branch offices, as designated by the PMI-LA Board of Directors (hereinafter “Board”).

## **Article II – Relationship to PMI<sup>®</sup>.**

**Section 1.** The PMI-LA Chapter is responsible to the duly elected PMI<sup>®</sup> Board of Directors and is subject to all PMI<sup>®</sup> policies, procedures, rules, and directives lawfully adopted.

**Section 2.** The Bylaws of the PMI-LA Chapter may not conflict with the current PMI<sup>®</sup> Bylaws and all policies, procedures, rules, or directives established or authorized by PMI<sup>®</sup> as well as with the PMI-LA Chapter’s Charter with PMI<sup>®</sup>.

**Section 3.** The terms of the Charter executed between PMI-LA Chapter and PMI<sup>®</sup>, 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-LA Chapter shall be governed by and adhere to the terms of the Charter.

## **Article III – Purpose and Limitations of the PMI-LA Chapter.**

### **Section 1. Purpose of the PMI-LA Chapter.**

- A. General Purpose. The PMI-LA Chapter has been founded as a non-profit, tax-exempt corporation (or equivalent) chartered by PMI<sup>®</sup>, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI-LA Chapter and PMI<sup>®</sup> and these Bylaws, the purposes of the PMI-

LA Chapter shall include the following:

- a) To advance the practice and profession of project management.
- b) To encourage and facilitate education, certification, and professionalism in project management.
- c) To provide a forum for discussion and examination of problems, solutions, applications, and ideas related to the management of projects.
- d) To disseminate, within the primary area of operation of the Chapter, information regarding developments in project management.

## **Section 2. Limitations of the PMI-LA Chapter.**

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

## **Article IV – PMI-LA Chapter Membership.**

### **Section 1. General Membership Provisions.**

- A. Membership in the PMI-LA Chapter requires membership in PMI®. The PMI-LA Chapter shall not accept as members any individuals who have not been accepted as PMI® members.

Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, gender, 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-LA Chapter and all policies, procedures, rules and directives lawfully made thereunder including, but not limited to, the PMI® Code of Conduct.
- C. All members shall pay the required PMI® and PMI-LA Chapter membership

dues to PMI®; and in the event that a member resigns or their membership is revoked for just cause, membership dues shall not be refunded either by PMI® or the PMI-LA Chapter.

- D. Membership in the PMI-LA Chapter shall terminate upon the member's resignation, failure to pay dues, or expulsion from membership for just cause.
- E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the PMI-LA Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMI-LA Chapter to PMI® within such one-month delinquent period.
- F. Upon termination of membership in the PMI-LA Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. All members in good standing shall be eligible to vote and to hold office in the PMI-LA Chapter. "Members in Good Standing" is defined as Chapter Members who have paid both PMI® and PMI-LA Chapter dues and appear in the PMI-LA Chapter membership list. In the event dues have been paid but not posted, the member must provide a written verification from PMI® that dues have been paid.

**Section 2. Classes and Categories of Members.**

The PMI-LA Chapter shall not create its own membership categories. Membership categories for the PMI-LA Chapter shall be consistent with PMI® membership categories.

**Article V – Board of Directors.**

**Section 1.** The PMI-LA Chapter shall be governed by a Board of Directors. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

**Section 2.** The Board shall consist of the Officers of the PMI-LA Chapter elected by the membership. Terms of office for the elected Officers shall be (1) year, limited to three (3) consecutive terms in the same position (except for the President, who is limited to two terms in the same position) and no more than six (6) consecutive terms on the Board.

**Section 3.** The Board of Directors of the PMI-LA Chapter shall be the

- President
- Vice President of Operations/President-Elect
- Vice President of Project Management Office (PMO) & Administration
- Vice President of Finance

- Vice President of Technology
- Vice President of Membership
- Vice President of Marketing & Communications
- Vice President of Programs
- Vice President of Career Development

There shall also be a 10<sup>th</sup> member of the Board, that of Immediate Past President. This is a non-voting position filled by the immediate Past President of the PMI-LA Chapter. The PMI-LA Chapter shall also have other appointed, non-voting Officers, as authorized by the Board, as needed.

All Board Officers shall be members in good standing of PMI® and of the PMI-LA Chapter and meet the qualifications set forth in the Chapter's nomination process and job descriptions below. More detailed job descriptions and processes for each position are included in the PMI-LA Policies and Responsibilities Manual.

**Section 4. President.** The President shall be the chief executive Officer for the PMI-LA Chapter and of the Board and shall perform such duties as are customary for presiding Officers, including

- Oversee the corporation's activities & affairs in accordance with the Bylaws.
- Act officially as the chapter's liaison with PMI.
- Oversee the creation of the PMI-LA Chapter Annual Plan.
- Ensure that the chapter decisions align with both the PMI Strategic Plan and the PMI-LA Annual Plan.
- Preside at Board meetings. If the President is unable to attend a meeting, the Vice President of Operations & President-Elect or other Officer designated by the Board may preside over the meeting.
- Serve as a member ex-officio on all committees with the right to vote except for the Nominating Committee.
- Work together with the Vice President of Operations/President-Elect and/or entire board to ensure all operations are running smoothly. Eligibility requirements can be found in the Policies and Responsibilities Manual

**Section 5. Vice President of Operations/President-Elect.** The Vice President of Operations/President-Elect is responsible for Operations and works with the President to be mentored for the role of President. This position:

- Is responsible for oversight of all operational functions for the Chapter.
- Is responsible for submission of PDUs for each event to PMI.
- Acts as the President's backup when the President is unavailable.
- Does not automatically become President after his or her term unless or until voted into the role.
- Must have served in a Board position for a minimum of one (1) full year prior to the election in which that person is a candidate for Vice President of Operations & President-Elect.

**Section 6. Vice President of PMO & Administration.** The Vice President of PMO shall run a process-oriented PMO as well as keep and maintain all official records for the PMI-LA Chapter. The role encompasses the cross functional project management, administrative, and secretarial functions of the chapter. This position

- Is responsible for recording and posting minutes of all PMI-LA Chapter business meetings.
- Maintains all legal contracts for the Chapter (except those relating to finance). Serves as point contact provided for on-going contracts as necessary.
- Is responsible for the oversight of all PMI-LA Chapter documents, assets, and historical information, and for the creation and oversight of all project forms for the Chapter.
- Provides project management assistance and oversight on new initiatives, as well as cross functional projects.
- Ranks all new initiatives and special projects via intake forms and provides an objective ranked list of new initiatives to the Board for review and approval.

**Section 7. Vice President of Finance.** The Vice President of Finance shall

- Oversee the management of funds for duly authorized purposes of the PMI-LA Chapter.
- Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions according to the process documented in the PMI-LA Finance Manual.
- Provide monthly financial reports to the PMI-LA Board and make the Book of Accounts open to inspection by any Board member.
- Provide assistance with creation of Profit and Loss statements for each event.
- Gather all attendance records for PMI-LA Chapter events.
- Provide reports and information, as necessary, to Federal and California agencies or authorities as required by law.

**Section 8. Vice President of Technology.** The Vice President of Technology is

- Responsible for the web presence of the PMI-LA Chapter, including website management, troubleshooting, management of technology vendor relationships, and end user training.
- Responsible for identifying technology needs for the PMI-LA Chapter, recommending solutions to the Board, and implementing those approved.

**Section 9. Vice President of Membership.** The Vice President of Membership is

- Responsible for the management of volunteers including overseeing volunteer recruitment as well as onboarding and transitioning volunteers, and assisting with volunteer career paths.
- Responsible for maintaining volunteer information in the PMI-LA Volunteer Management System (VMS), to be used for capturing, tracking, and reporting of volunteers.
- Responsible for coordinating with the Vice President of Marketing &

Communications to send communications to volunteers, and to new and renewing members.

- Responsible for new member onboarding and orientation.

**Section 10. Vice President of Marketing & Communications.** The Vice President of Marketing & Communications is

- Responsible for all communications to members and prospective members (via all channels, including emails and social media).
- Responsible for the PMI-LA Chapter's email system and its associated applications.
- Responsible for the PMI-LA Chapter's Social Media Presence and its associated applications.
- Responsible for the chapter's brand management and promotional items.
- Responsible for corporate outreach and sponsorships.

**Section 11. Vice President of Programs.** The Vice President of Programs is responsible for

- Developing and coordinating all Community Events. This includes
  - Soliciting and coordinating speakers that adhere to the Talent Triangle
  - Coordinating / arranging for the needed facility
  - Coordinating vendors and networking at the events
  - Coordinating other aspects of the events
- Seeking ways to advance the programs to other geographical areas via onsite sessions or live webinars.
- Reporting the Professional Development Units (PDU's) for members with PMP credentials to the Vice President of Operations & President-Elect.

**Section 12. Vice President of Career Development.** The Vice President of Career Development is responsible for

- Developing and coordinating educational workshops or sessions on project management topics and tools (in physical locations or remote webinars). This includes advanced seminar topics and courses to prepare members for the PMI® certification exams.
- Ensuring that courses offered adhere to the Talent Triangle and provide a reasonable source of income for the chapter.
- Reporting the Professional Development Units (PDU's) for members with PMP credentials to the Vice President of Operations & President-Elect.

**Section 13. Immediate Past President.** The Immediate Past President shall assist in making a smooth transition for the incoming President by coaching and mentoring the new President throughout the year. The Immediate Past President

- Is responsible for coordinating the completion and submission of the PMI-LA Charter renewal (in conjunction with the President, Vice President of Operations/President-Elect & Vice-President of Finance).
- Oversees the chapter's adherence to the PMI Strategic Plan and the PMI-LA

- Annual Plan.
- Serves on the Nominations Committee.
- May, at his discretion, undertake special projects as requested by the PMI-LA Chapter President.
- Adheres to all other board responsibilities, including attendance at board and chapter meetings, yet shall not have any voting privileges.

This position is not an elected position. If the Immediate Past President is unavailable to take on this role, the Board may appoint any member who has previously served as PMI-LA President.

**Section 14. Other Board Responsibilities.** Each Board member

- Is responsible for those matters outlined in the PMI-LA Chapter Operations Manual, along with any other documentation adopted by the Board.
- Shall perform any additional responsibilities deemed necessary by the Board to support the ongoing functions of the PMI-LA Chapter.
- Shall exercise all powers of the PMI-LA Chapter, except as specifically prohibited by these Bylaws, the PMI<sup>®</sup> Bylaws and policies, the PMI-LA charter with PMI<sup>®</sup>, and the laws of California, the jurisdiction in which the organization is incorporated/registered.
- Additional information can be found in the Policies and Responsibilities Manual.

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<sup>®</sup> Bylaws and policies, and to exercise authority over all PMI-LA Chapter business and funds.

**Section 15. Board Meetings.**

- The Board shall meet at the call of the President, or at the written request of three (3) members of the Board.
- A quorum for voting purposes shall consist of no less than one-half of the membership of the Board (those who are eligible to vote) 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 all members of the Board have access to the selected medium, and each participating member of the Board can communicate with all other members concurrently. Each Board member is to be 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 16. Termination or Resignation.**

The Board may declare an office to be vacant when an Officer

- Ceases to be a member in good standing of PMI<sup>®</sup> or of the PMI-LA Chapter by



- reason of non-payment of dues, or
- Fails to attend two (2) consecutive months of Board meetings, or
- Fails to attend two (2) consecutive months of Community Events, networking events, or special events. or
- Consistently fails to meet obligations of his or her office, or
- There is any other just cause in connection with the affairs of the organization.

Any Officer may resign by submitting written notice to the PMI-LA 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.

**Section 17. Removal from Office.**

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-LA Chapter membership present and in person at an official meeting of the PMI-LA Chapter membership, or
- A two-thirds (2/3) vote of the current membership of the Board who are eligible to vote.

**Section 18. Vacancy.**

- If any Board position other than that of the President becomes vacant, the members of the Board eligible to vote may appoint by majority vote a qualified successor who has been through the application process.
- The successor shall fill the office for the unexpired portion of the term for the vacant position.
- In the event the President is unable or unwilling to complete the current term of office, the Vice President of Operations/President-Elect shall assume the duties and office of President for the remainder of the term.
- In the event that the Vice President of Operations/President-Elect chooses not to assume the role of the President upon such vacancy, then the remaining Board members will select one or more nominees either from the current members of the BOD or from the chapter membership and call for a special election by the membership.

**Article VI – PMI-LA Chapter Nominations and Elections.**

**Section 1.** The nomination and election of Officers shall be conducted annually in accordance with the terms of office specified in Article V, Section 2. All voting members in good standing of the PMI-LA 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. The incoming President shall schedule and preside over a transition meeting with the incoming Board as well as the current Board prior to the end of the year to ensure an efficient start in the new year.

### **Section 3. Nominations Process.**

- Each year, the President shall appoint a Nominations Committee composed of at least three (3) members of the PMI-LA Chapter, and one of whom shall be the Immediate Past President or other past President.
- No current member of the Nominations Committee shall be included in the slate of nominees prepared by the Committee.
- The Nominations 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.
- Any member of the chapter in good standing shall submit an application to the Nominations Committee.

### **Section 4. Elections.**

- A. Elections of the Board of Directors shall be conducted annually.
- B. All members are eligible to vote if they are in good standing with both PMI® and the PMI-LA Chapter as of the record date of the vote. 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.
- C. Elections shall be conducted (a) by electronic or written ballots sent to all members in good standing or (b) during the annual business meeting of the members where members in good standing shall vote by submitting written ballots.
- D. Elections conducted by written or electronic ballot shall comply with the following:
  1. The electronic ballot and any related material may be sent by electronic transmission by the PMI-LA Chapter, and responses will be returned to PMI by electronic transmission.
  2. All solicitations of votes shall (a) state the number of responses needed to meet the quorum requirements; and (b) specify the time by which the ballot must be received in order to be counted.
  3. Each ballot, whether electronic or written, shall indicate a clear vote for or against a Nominee. If a ballot is not clearly marked for or against a Nominee, it will not be considered as a vote.
  4. If using written ballots, the Ballots shall be counted by the Nominating Committee or by designated counters.
  5. 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-LA Chapter may be used to support the election of any candidate or group of candidates for PMI®, the PMI-LA 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-LA Chapter, will be the sole distributor(s) of any election materials for the PMI-LA Chapter elected positions.

## **Article VII – PMI-LA 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-LA Chapter Officers may serve on chapter committees unless specifically restricted by the Bylaws.

**Section 2.** The PMI-LA Chapter may have one or more members referred to as “Trustees,” who shall have governance oversight of the chapter and act as advisors and mentors to the Board. These individuals may, at their own discretion, undertake special projects as requested by the PMI-LA Chapter President. Trustees shall have previously served as President of the PMI-LA Chapter. They must be members in good standing of PMI® and must attend Chapter meetings and Board meetings regularly. Trustees shall be invited to all Board meetings and other meetings as deemed necessary by the Board, but shall have no voting rights. Past Presidents must apply each year to the Board to be appointed or reappointed. The Board will appoint or reappoint them each year as long as they have met the requirements to become or remain a Trustee. Any Trustee can simultaneously act in any volunteer position outside the role of Trustee except the role of an elected or appointed BOD member. If he assumes the role of acting Board member, he shall have no voting rights.

## **Article VIII – PMI-LA Chapter Finance.**

**Section 1.** The fiscal year of the PMI-LA Chapter shall be from January 1 to December 31.

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

**Section 3.** The PMI-LA Chapter Board shall establish the PMI-LA Finance Manual of policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

**Section 4.** All dues billings, dues collections and dues disbursements shall be performed by PMI®.

**Section 5.** A budget showing anticipated revenue and expenses shall be adopted annually by the PMI-LA Chapter Board with a target date of January 1. Delays in approved budget require that all chapter expenses be voted on by line item until the budget is approved.

## **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. Notice of all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

**Section 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 any Board Member. 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 3.** Quorum at all annual and special meetings of the PMI-LA Chapter shall be five percent (5%) of the voting membership in good standing, present and in person.

**Section 4.** All meetings shall be conducted according to parliamentary procedures determined by the Board.

**Section 5.** The PMI-LA Chapter shall conduct Chapter meetings on a quarterly basis at a minimum, including the annual business meeting. The purpose of the Chapter meetings will be to provide programs that further the objectives of the PMI-LA Chapter and PMI®.

## **Article X – Branches of PMI-LA Chapter.**

The PMI-LA Chapter has no branches.

## **Article XI - Inurement and Conflict of Interest.**

**Section 1.** No member, officer or director of the PMI-LA Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI-LA Chapter except as otherwise provided in these Bylaws.

**Section 2.** No member, officer, or director of the PMI-LA Chapter shall receive any compensation, or other tangible or financial benefit for service to the Chapter.

However, the Board may authorize payment by the PMI-LA Chapter of actual and reasonable expenses incurred by a volunteer regarding attendance at Board meetings and other approved activities.

**Section 3.** PMI-LA Chapter may engage in contracts or transactions with members, volunteers, or authorized representatives of PMI-LA Chapter and any corporation, partnership, association or other organization in which one or more of PMI-LA Chapter's members, volunteers, or authorized representatives are 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 by the Officers eligible to vote who do not have an interest in the transaction or contract.
- C. The contract or transaction is fair to PMI-LA Chapter and complies with the laws and regulations of the state of California in which it is incorporated at the time the contract or transaction is authorized, approved or ratified by the Board of Directors.

**Section 4.** All volunteers and authorized representatives of the PMI-LA Chapter shall act in an independent manner consistent with their obligations to the PMI-LA Chapter and applicable law, regardless of any other affiliations, memberships, or positions-

**Section 5.** All PMI-LA Chapter Officers and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMI-LA 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 XII – Indemnification.**

**Section 1.** In the event that any person who is or was an Officer, committee member, or authorized representative of the PMI-LA Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI-LA 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-LA Chapter may purchase and maintain liability insurance on behalf of any person who is or was an Officer, committee member, employee, trustee, agent or authorized representative of the PMI-LA Chapter, or is or was serving at the request of the PMI-LA Chapter as an Officer, committee member, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

### **Article XIII- Amendments.**

**Section 1.** These Bylaws may be amended by (a) by a two-thirds (2/3) vote of the membership in good standing voting by electronic ballot, -or (b) by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMI-LA Chapter duly called and regularly held, or (c) by a two-thirds (2/3) vote of the membership in good standing voting by mail 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 thirty (30) days before such meeting or vote. Any such vote conducted by mail or electronic ballot shall meet the requirements of Article VI Section 4 regarding written ballots.

**Section 2.** Amendments may be proposed by the PMI-LA 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<sup>®</sup>'s Bylaws and the policies, procedures, rules and directives established by the PMI<sup>®</sup> Board of Directors, as well as with the PMI-LA Chapter's Charter with PMI<sup>®</sup>.

### **Article XIV – Dissolution.**

**Section 1.** In the event that the PMI-LA Chapter or its Board failed to act according to these Bylaws, its policies or all PMI<sup>®</sup> policies, procedures, and rules outlined in the charter agreement, PMI<sup>®</sup> has a right to revoke the PMI-LA Charter and require the chapter to seek dissolution.

**Section 2.** In the event the PMI-LA Chapter failed to deliver value to its members as outlined in PMI-LA Chapter's Annual Plan and without mitigated circumstance, the

chapter acknowledges that PMI® has a right (per the terms of the charter) to dissolve the PMI-LA Chapter's Charter and require the chapter to seek dissolution.

**Section 3.** In the event the PMI-LA Chapter is considering dissolving, its Board of Directors must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI®'s policy.

**Section 4.** Should the PMI Los Angeles Chapter 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.