



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

July 2016

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[®]”) 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.

Article II – Relationship to PMI[®].

Section 1. The PMI-LA Chapter 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-LA Chapter may not conflict with the current PMI[®] Bylaws and all policies, procedures, rules, or directives established or authorized by PMI[®] as well as with the PMI-LA Chapter’s Charter with PMI[®].

Section 3. The terms of the Charter executed between PMI-LA Chapter 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-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[®], 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[®] 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 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 elected and appointed 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 there under 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 (hereinafter "Board"). 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 and shall be members in good standing of PMI® and of the PMI-LA Chapter. Terms of office for the elected Officers shall be (1) year, limited to three (3) 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-LA Chapter shall be the President, Vice President of Strategy/President-Elect, Vice President of Administration, Vice President of Finance, Vice President of Programs, Vice President of Professional Development, Vice President of Membership, Vice President of Communications, and Vice President of Marketing & Outreach. The PMI-LA Chapter shall have, at the discretion of the Board of Directors, such other appointed, non-voting Officers as authorized by the Board. All position assignments on the Board will be determined by the Board of Directors from the elected and voting Officers.

All elected 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. 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.

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 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, 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.

Section 5. Vice President of Administration. The corporation shall have a Secretary, who shall keep the records of all PMI-LA Chapter business matters and maintain all legal contracts (except those relating to finance).

Section 6. Vice President of Finance. The Vice President of Finance 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 book of accounts will be open to inspection by any Officer at all reasonable times. The Vice President of Finance will provide reports and information, as necessary, to Federal and California agencies or authorities as required by law.

Section 7. Vice President of Strategy/President-Elect. The Vice President of Strategy/President-Elect shall work closely with the President and be mentored in preparation for the role of President. Additionally, the Vice President of Strategy/President-Elect shall oversee the strategic planning process for the Chapter. The President must be voted in each year. The Vice President of Strategy/President-Elect does not automatically become President after his or her term unless or until voted in.

Section 8. Vice President of Programs. The Vice President of Programs shall be responsible for developing and coordinating PMI-LA Chapter meetings based on project management topics, and shall be responsible for facility coordination, vendor coordination, the networking hour and other aspects of Chapter meetings.

Section 9. Vice President of Professional Development. The Vice President of Professional Development shall be responsible for developing and coordinating educational events on project management topics, and courses to prepare members for the PMI® certification exams, including facility coordination. The Vice President of Professional Development is also responsible for reporting to PMI® Professional Development Units (PDU's) sponsored by the PMI-LA Chapter.

Section 10. Vice President of Membership. The Vice President of Membership shall be responsible for the database and continued growth and retention of members and volunteers.

Section 11. Vice President of Marketing & Outreach. The Vice President of Marketing & Outreach shall be responsible for promoting strategic alliances with corporate, educational, and community organizations. This will include brand management and managing relationships with these organizations.

Section 12. Vice President of Communications. The Vice President of Communications shall be responsible for maintaining the PMI-LA Chapter's data repository and website, communicating all Chapter activities, news, and events to chapter membership.

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. Additionally, the Past President shall be responsible for submitting the Charter renewal. The Past President shall regularly attend Chapter meetings, Board meetings, and other meetings as deemed necessary by the Board, but shall not have any voting privileges.

Section 14.

- A. Each Officer is responsible for those matters outlined in the Chapter Operations Manual, 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-LA Chapter, except as specifically prohibited by these Bylaws, the PMI[®] Bylaws and policies, the PMI-LA 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-LA 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-LA Chapter.

Section 15. 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 16. 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-LA 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 17. 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 by a two-thirds (2/3) vote of the Board.

Section 18. 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 Vice President of Strategy/President-Elect shall assume the duties and office of the presiding officer for the remainder of the term. In the event that the Vice President of Strategy/President-Elect chooses not to assume the role of the President upon such vacancy, then the remaining Board members will either select the President from among their members or they will call for a special election by the membership. At the end of the original term, the replacement President may run for President the following year along with any other nominees for the position.

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.

Section 3. Nominations Process.

- A. Each year, the President shall appoint a Nominating Committee composed of at least three (3) members of the PMI-LA Chapter, and one of who shall be either the Immediate Past President or 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 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.

Section 4. Elections.

- A. Elections of the Board of Directors shall be conducted annually.
- B. 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.
- C. Elections shall be conducted either during the annual business meeting of the members where Members in good standing shall vote by submitting ballots or by written or electronic ballot sent to all Members in good standing.
- D. Elections conducted by written or electronic ballot shall comply with the following: The ballot and any related material may be sent by electronic transmission by the PMI-LA Chapter, and responses may be returned to the PMI-LA Chapter by electronic transmission. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirements; and (2) specify the time by which the ballot must be received in order to be counted. Each written ballot shall indicate a clear vote for or against a Nominee. If a written ballot is not clearly marked for or against a Nominee, it will not be considered as a vote.
- E. Approval by written ballot shall be valid only when the number of votes cast by written ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action.
- F. Ballots shall be counted by the Nominating Committee or by counters designated by the Board.
- G. 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 elected and appointed Officers may serve on Chapter Committees unless specifically restricted by the Bylaws.

Section 2. The PMI-LA Chapter shall have one or more advisors referred to as “Trustees,” who shall act as unofficial advisors and mentors to the Board and will undertake special projects as assigned by the PMI-LA Chapter President. Trustees must have previously served as President of the Chapter, 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.

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 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.

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 the President. 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 ten 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 XI - Inurement and Conflict of Interest.

Section 1. No member 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 elected Officer, appointed Officer, committee member, or authorized representative of the PMI-LA Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI-LA Chapter of actual and reasonable expenses incurred by an elected or appointed Officer, committee member, or authorized representative regarding attendance at Board meetings and other approved activities.

No elected Officer, appointed Officer, committee member, or other volunteer of the PMI-LA Chapter shall receive any compensation or financial benefit from any element or activity of, or related to, the PMI-LA Chapter for service on the Board or as a Chapter volunteer. However, the Board may vote to authorize payment by the PMI-LA Chapter as reimbursement for approved actual, reasonable expenses directly associated with the PMI-LA Chapter element or activity when authorized by the Board of Directors.

Section 3. PMI-LA Chapter may engage in contracts or transactions with members, elected Officers, appointed Officers, committee members, or authorized representatives of PMI-LA Chapter and any corporation, partnership, association or other organization in which one or more of PMI-LA Chapter elected Officers, appointed Officers, committee

members, or authorized representatives are: elected Officers, appointed Officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board of Directors prior to commencement of any such contract or transaction;
- B. the Board in good faith authorizes the contract or transaction by a majority vote of the elected Officers who do not have an interest in the transaction or contract;
- C. the contract or transaction is just and reasonable as to PMI-LA Chapter at the time it is authorized, approved or ratified by the Board of Directors and otherwise complies with the laws and regulations of the state of California at the time the contract or transaction is authorized, approved or ratified by the Board of Directors.

Section 4. All elected Officers, appointed Officers, committee members, 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 elected Officers, appointed Officers, committee members, 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 elected Officer, appointed 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 elected Officer, appointed 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 elected Officer, appointed 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 two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot; or 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 by a two-thirds (2/3) vote of the voting 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 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-LA Chapter's Charter with PMI[®].

Article XIV – Dissolution.

Section 1. In the event that the PMI-LA Chapter or its elected Officers fail 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 dissolve the PMI-LA Chapter.

Section 2. In the event the PMI-LA Chapter fails to deliver value to its members as outlined in PMI-LA Chapter's business plan and without mitigated circumstance, PMI[®] has a right to dissolve the PMI-LA Chapter, as per the terms of the Charter.

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

Section 4. Should the PMI-LA Chapter dissolve for any reason, after the payment of

just, reasonable and supported debts, consistent with applicable legal requirements, the assets of the PMI-LA Chapter shall be distributed for use in furtherance of the purposes of the corporation set forth in Article II of the PMI-LA Articles of Incorporation to a nonprofit fund, foundation, or a corporation selected this corporation and which has established its tax exempt status under Section 501(c)(6) of the Internal Revenue Service of 1986, as amended, as that section now exists or may subsequently be amended or the corresponding provision of any future United States Internal Revenue Law.

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.