

The CHAPTER BY-LAWS of
The PROJECT MANAGEMENT INSTITUTE SAN DIEGO CHAPTER
as AMENDED SEPTEMBER 11TH, 2007

Article I – NAME, PRINCIPAL OFFICE, AND RELATIONSHIP TO PMI

Section 1. This organization shall be called the Project Management Institute, San Diego Chapter, Incorporated (hereinafter referred to as “San Diego Chapter”). This organization is a Chapter chartered by the Project Management Institute, Incorporated (hereinafter referred to as “PMI[®]”) and separately incorporated as a non-profit, tax-exempt corporation organized under the laws of the State of California.

Section 2. The principal office of the San Diego Chapter shall be located in the city of San Diego, in the State of California.

Section 3. The San Diego 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 4. The San Diego Chapter shall meet all legal requirements in the jurisdiction(s) in which the San Diego Chapter conducts business or is incorporated/registered.

Section 5. The bylaws of the San Diego Chapter may not conflict with the current PMI[®] Bylaws and all policies, procedures, rules or directives established or authorized by the PMI Board of Directors as well as with the San Diego Chapter’s Charter (hereinafter “Charter”) with PMI[®].

Section 6. The terms of the Charter executed between the San Diego 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 San Diego Chapter shall be governed by and adhere to the terms of the Charter.

Article II – PURPOSE

Section 1. The objectives of the San Diego Chapter are.

- A. Vision – To be the premier professional project management organization for business, civic, government, and education communities in San Diego.
- B. Mission – To serve the professional interests of chapter members by enhancing expertise through project management education and training, supporting Project Management Professional (PMP) certification, and promoting association with other project management professionals.
- C. Objectives – PMI San Diego objectives supplement the purposes of PMI[®] as set forth in PMI’s bylaws. PMI San Diego objectives are to:
 - 1. Encourage and facilitate education, certification and professionalism in Project Management.

2. Provide a forum for discussion and examination of problems, solutions, applications, and ideas related to Project Management.
3. Foster communication between public and private sectors regarding Project Management.
4. Disseminate information regarding developments in Project Management within the Chapter's primary area of operation.
5. Advance the PMI[®] mission and objectives within the San Diego area through public affairs and other activities consistent with the Charter and purposes of the San Diego Chapter .
6. Develop a growing and committed membership of local Project Management Professionals through execution of an on-going recruiting plan.
7. Promote Professional Project Management principles, processes, and techniques with local businesses, governments, universities, professional associations, and non-profit charities.
8. Support and enhance Project Management Professionalism by developing and providing quality programs based on local Project Manager, Leaders, and Participants needs.

Section 2. Limitations of the San Diego Chapter.

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

Article III – MEMBERSHIP

Section 1. Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

Section 2. Membership in the San Diego Chapter requires membership in PMI[®]. The San Diego Chapter shall not accept as members any individuals who have not been accepted as PMI[®] members, and shall not create its own membership categories. San Diego Chapter membership categories shall be consistent with PMI[®] membership categories.

Section 3. All San Diego Chapter members including student members are eligible to vote and hold office.

Section 4. Members shall be governed by and abide by the PMI[®] Bylaws and by the bylaws of the San Diego Chapter and all policies, procedures, rules and directives lawfully made there under.

Section 5. All members shall pay the required PMI and San Diego Chapter membership dues to PMI® and in the event that a member resigns, PMI or the San Diego Chapter shall not refund membership dues.

Section 6. Membership in the San Diego Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for cause.

Section 7. Upon termination of membership in the San Diego Chapter, the member shall forfeit any and all rights and privileges of membership.

Section 8. A member may at any time submit their resignation in writing to the San Diego Chapter Secretary and it will become effective upon receipt.

Section 9. A member or student member may be suspended or expelled by an affirmative vote of three-fourths of the membership of the Board of Directors following a hearing before the Board of Directors. A member or student member can be suspended or expelled in no other way.

Article IV – BOARD OF DIRECTORS

Section 1. The San Diego Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the San Diego Chapter.

Section 2. The number of directors of the San Diego Chapter (hereinafter "Directors") shall be NINE. The number of Directors may be changed by amendment to this Section 2, Article IV of these Bylaws, adopted by the vote or written consent of the membership.

Section 3. The responsibilities of each Director may be established from time to time as determined appropriate by the Board of Directors. Notwithstanding, the San Diego Chapter shall maintain the following offices: (1) a President, (2) a Chief Financial Officer, (3) a Vice President of Projects, (4) a Vice President of Outreach, (5) a Vice President of Professional Development, (6) a Vice President of Programs, (7) a Vice President of Communications, (8) a Vice President of Membership, and (9) a Vice President at Large.

Section 4. All Directors shall be elected to a 2-year term except the Vice President at Large which shall be appointed by the President subject to approval by a majority vote of the Board on an annual basis for a 1-year term.

Section 5. One person may hold only one office at a time.

Section 6. Election of Directors should be staggered so that four (4) Directors are elected each year. The President and Chief Financial Officer should be elected in alternating years.

Section 7. In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors, shall perform all the duties of the President, and in so acting shall have all the powers of, and be subject to the restrictions upon, the President. If no such rank has been previously affixed by the Board of Directors, the Vice President at Large shall perform the duties of the President until a new President is appointed as prescribed in Article IV, Section 23.

Section 8. The President shall be the chief executive officer for the San Diego Chapter and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees.

Section 9. The Vice President of Finance shall be the chief financial officer for the San Diego Chapter, and shall oversee the management of all funds for duly authorized purposes of the San Diego Chapter.

Section 10. The Vice President of Projects shall be the corporate secretary and shall keep the records of all business meetings of the San Diego Chapter and meetings of the Board, and shall oversee the management of the portfolio of projects performed by or in the San Diego Chapter and all other duties assigned by the President or Board of Directors.

Section 11. The Vice President of Outreach shall oversee the management of marketing and outreach to organizations for the San Diego Chapter and all other duties assigned by the President or Board of Directors.

Section 12. The Vice President of Professional Development shall be a current Project Management Professional certified by PMI, and shall oversee the management of training and professional development for the San Diego Chapter and all other duties assigned by the President or Board of Directors.

Section 13. The Vice President of Programs shall oversee the management of periodic meetings for the interests of the membership for the San Diego Chapter and all other duties assigned by the President or Board of Directors.

Section 14. The Vice President of Communications shall oversee the management of communication systems for the San Diego Chapter and all other duties assigned by the President or Board of Directors.

Section 15. The Vice President of Membership shall oversee the management of membership programs and systems for the San Diego Chapter and all other duties assigned by the President or Board of Directors.

Section 16. The Vice President at Large shall oversee the management of special assignments and projects assigned by the President or Board of Directors.

Section 17. The Board shall exercise all powers of the San Diego Chapter, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, its charter with PMI, and the laws of the jurisdiction in which the organization is incorporated. 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 San Diego Chapter business and funds.

Section 18. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board directed to the President or Secretary. 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 may take part and vote in person or by proxy. At its discretion, the Board may conduct its

business by teleconference, facsimile or other legally acceptable means, including live web-conferencing. Meetings shall be conducted in accordance with procedures determined by the Board.

Section 19. Every Director shall have the right to vote in person or by an agent authorized by a proxy validly executed by the Director. A proxy may be executed by a signed written authorization, or by electronic transmission authorized by the Director, giving the proxy holder the power to vote for the Director. A proxy shall be deemed signed if the Director's name or other authorization is placed on the proxy by the Director (whether by manual signature or electronic transmission, or other verifiable means). A proxy may also be transmitted orally by telephone if submitted with information from which it may be determined by the President or the Secretary that the proxy was authorized by the Director.

Section 20. The Board of Directors shall declare a Director position to be vacant where a Director ceases to be a member in good standing of PMI or of the San Diego Chapter by reason of non-payment of dues, or where the Director fails to attend or appoint a proxy for two (2) regularly scheduled Board meetings in a calendar year, in which case the Board shall conduct a vote on the removal of the Director from their position.

Section 21. A Director may resign by submitting written notice to the President or the Secretary. 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 22. A Director may be removed from office by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 23. If any Director position becomes vacant, the President may appoint a successor to fill the office for the unexpired portion of the term of the vacant position subject to a majority approval by the Board. In the event the President position becomes vacant, a Vice President shall assume the duties of the presiding officer as prescribed in Article IV Section 7, until a special meeting of the Board has been called and a new President is appointed by a majority vote of the Board of Directors for the remainder of the term.

Article V – 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 III, and Article IV, Section 2. All voting members in good standing of the San Diego 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. No member is eligible to serve more than one (1) term as President within any contiguous four (4) year period. No member is eligible to serve more than one (1) term as Vice President of Finance within any contiguous four (4) year period. Time served as President or Vice President of Finance by appointment of the Board to fill a vacated position is exempt from this limitation. No member is eligible to serve more than two (2) consecutive terms as a Vice President in the same elected position. If there is no individual willing or able to run for an open officer position, excluding President and Vice President of Finance, then that current officer may be re-elected for an additional term by a majority vote of the voting membership in spite of other term

limits. No person may serve more than 6 consecutive terms on the Board of Directors under any circumstances.

Section 3. Candidates who are elected shall take office on the first day of January following the election, and shall hold office for the duration of their terms or until their successors have been qualified and duly elected .

Section 4. A Nominating Committee appointed by the Board shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 5. The Board shall notify the membership of the formation of the Nominating Committee at least thirty (30) days in advance of an election, and solicit qualified candidates to be presented to the Nominating Committee for determination as specified in Section 4. The slate of candidates for an election will be published to the membership at least seven (7) days in advance of the vote.

Section 6. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 7. In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the San Diego Chapter may be used to support the election of any candidate or group of candidates for PMI, the San Diego 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 San Diego Chapter Nominating Committee, or other applicable body designated by the Board, will be the sole distributor(s) of all election materials for San Diego Chapter elected positions.

Article VI – COMMITTEES

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.

Section 2. A Director shall appoint all committee chairs in their assigned area of responsibility. Committee chairs shall operate under the direction of the appointing Director. The Director or committee chair shall appoint all committee members.

Article VII – ADVISORY PANEL

Section 1. The Board of Directors may appoint Advisors to provide general guidance and assistance on actions undertaken by the San Diego Chapter. An Advisor acts as an assistant to Board

members in carrying out their individual responsibilities particularly during those times when a specific officer job function is unusually time consuming.

Section 2. Advisors shall have no legislative or managerial authority.

Section 3. The tenure of an Advisor shall be the same as that of the Board member which nominates the Advisor.

Article VIII – FINANCE

Section 1. The fiscal year of the San Diego Chapter shall be from 1 January to 31 December.

Section 2. Annual membership dues shall be set by the Board and communicated to PMI in accordance with the policies and procedures established by PMI.

Section 3. The 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.

Article IX – MEETINGS OF THE MEMBERSHIP

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board.

Section 2. Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the membership directed to the President.

Section 3. The Board shall send notice of all annual and special meetings 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 4. Any action or resolution requiring votes at all annual and special meetings shall be passed upon receiving a majority of the votes cast. A quorum for any vote shall be the number of members present and in person at the meeting.

Section 5. All meetings shall be conducted according to procedures established by the Board.

Article X – INUREMENT AND CONFLICT OF INTEREST

Section 1. No member of the San Diego Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the San Diego Chapter, except as otherwise provided by these bylaws.

Section 2. No officer, director, committee chair, appointed committee member or authorized representative of the San Diego Chapter shall receive any compensation, or other tangible or

financial benefit for service on the Board. However, the Board may authorize payment by the San Diego Chapter of actual and reasonable expenses incurred by an officer, director, committee chair, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. The San Diego Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, committee chairs, appointed committee members or authorized representatives of the San Diego Chapter and any corporation, partnership, association or other organization in which one or more of the San Diego Chapter's directors, officers, committee chairs, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board 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 directors who do not have an interest in the transaction or contract;
- C. The contract or transaction is fair to the San Diego Chapter and complies with the laws and regulations of the applicable jurisdiction in which the San Diego Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 4. All officers, directors, committee chairs, appointed committee members and authorized representatives of the San Diego Chapter shall act in an independent manner consistent with their obligation to the San Diego Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, directors, committee chairs, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the San Diego Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Article XI – INDEMNIFICATION

Section 1. In the event that any person who is or was an officer, director, committee chair, committee member, or authorized representative of the San Diego Chapter, acting in good faith and in a manner reasonably believed to be in the best interest of the San Diego 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 these bylaws.

Section 3. To the extent permitted by applicable law, the San Diego Chapter may purchase and maintain insurance on behalf of any person who is a director, officer, committee chair, committee member, employee, trustee, agent or authorized representative of the San Diego Chapter, or is serving at the request of the San Diego Chapter as a director, officer, committee chair, 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 XII – AMENDMENTS

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing, present at the annual meeting of the San Diego Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing by mail ballot returned within fifteen (15) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent to the membership at least fifteen (15) days before such meeting or vote.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the members in good standing addressed to the Board. The Board with or without recommendation shall present all such proposed amendments.

Section 3. All amendments must be consistent with PMI's Bylaws and the policies, rules and directives established by the PMI Board of Directors, as well as with the San Diego Chapter's Charter with PMI.

Article XIII – DISSOLUTION

Section 1. In the event that the San Diego Chapter or its governing officers failed to act according to this bylaws and the San Diego Chapter's or all PMI[®] policies, procedures, and rules outlined in the charter agreement, PMI[®] has a right to dissolve the San Diego Chapter.

Section 2. Should the San Diego Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization or a non-profit professional organization designated by the voting membership after the payment of reasonable and documented debts, consistent with applicable legal requirements.

Section 3. In the event the San Diego Chapter failed to deliver value to its members as outlined in the San Diego Chapter's business plan and without mitigated circumstance, the Component acknowledges that PMI[®] has a right to dissolve the San Diego Chapter, as per the terms of the Charter.

Section 4. In the event the San Diego Chapter is considering to dissolve the Chapter. The San Diego Chapter's Board of Director must notify PMI[®] in writing and follow the component dissolution procedure as defined in PMI's policy.

[END]