PROJECT MANAGEMENT INSTITUTE
OLYMPIA CHAPTER
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PMI Olympia Washington Chapter Bylaws – New Membership Model

Article I – Name, Principal Office.

Section 1. Name/Non-Profit Incorporation.
This organization shall be called the Project Management Institute, Olympia Washington Chapter (hereinafter "the Olympia Chapter"). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter "PMI®") and separately incorporated as a non-profit, tax-exempt corporation (or equivalent) organized under the laws of Washington State. All Chapters formed within the United States must be incorporated as a 501(c) (6) organization.

Section 2. The Olympia Chapter shall meet all legal requirements in the jurisdiction(s) in which the Olympia Chapter conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices.
The principal office of the Olympia Chapter shall be located in Olympia, in the state of Washington, in the United States of America. The Olympia Chapter may have other offices, such as Branch offices, as designated by the Olympia Chapter Board of Directors.

Article II – Relationship to PMI.

Section 1. The Olympia Chapter is responsible for 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 Olympia Chapter may not conflict with the current PMI's Bylaws and all policies, procedures, rules, or directives established or authorized by PMI, as well as with the Olympia Chapter's Charter with PMI.

Section 3. The terms of the Charter executed between the Olympia Chapter and PMI®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder. In the event of a conflict between the terms of the Charter and the terms of these Bylaws, the Olympia Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the Olympia Chapter

Section 1. Purpose of the Olympia Chapter

A. General Purpose. The Olympia 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 Olympia Chapter and PMI and these Bylaws, the purposes of the Olympia Chapter shall include the following:
   a) To foster professionalism in the management of projects.
   b) To contribute to the quality and scope of project management.

c) To stimulate appropriate global application of project management for the benefit of the general public.
d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.
e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

Section 2. Limitations of the Olympia Chapter

A. General Limitations. The purposes and activities of the Olympia Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and shall be conducted consistently with the Olympia Chapter Articles of Incorporation.

B. The membership database and listings provided by PMI to the Olympia Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Olympia 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 Olympia Chapter shall be solely accountable for the planning and operations of the Chapter, and shall 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 – Olympia Chapter Membership.

Section 1. General Membership Provisions.

A. Membership in the Olympia Chapter requires membership in PMI®. The Olympia 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, sex, 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 Olympia 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 Olympia 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 by PMI or the Olympia Chapter.

D. Membership in the Olympia 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 and their names

removed from the official membership list of the Olympia Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues plus the applicable application fee for PMI and the Olympia Chapter to PMI.

F. Upon termination of membership in the Olympia Chapter, the member shall forfeit any and all rights and privileges of membership.

G. All Olympia Chapter members in good standing are eligible to vote in Olympia Chapter elections and other activities requiring a vote of Chapter membership. Any Olympia Chapter member in good standing is eligible to run for any vacant Olympia Chapter Board of Directors position.

Section 2. Classes and Categories of Members. The Olympia Chapter shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V – Olympia Chapter Board of Directors:

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

Section 2. The Board shall consist of the officers of the Olympia Chapter elected by the membership and shall be members in good standing of PMI and of the Olympia Chapter. The President-Elect shall be elected every two years to serve a four-year term, with two years as President-Elect, and two years as President. Terms of office for the other Officers shall be two years, with an option to run for re-election for a second term in the same position, limited to two consecutive terms in the same position, with a limit of eight consecutive years on the Board in general. Terms of office start on July 1 or on the term of office start date as defined for a specific election and continue for the length of the term as defined in this Article V Section 2.

Section 2A. In addition to the positions defined in sections 3 to 8, the Board may consist of other Directors at Large with appointments to various portfolios based on the needs of the Board at the time, as decided by the Board, up to a maximum total number of directors at any one time of ten (10).

Section 3. The President shall be the chief executive officer for the Olympia 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 participate and vote on all committees. The vote of the President shall be the tiebreaker in the case of a tie vote of the Board.

Section 4. The President-Elect shall prepare for and plan to serve as President after two years and act for the President in his or her absence. The President-Elect chairs the Volunteer Recruitment and Nominating Committee.

Section 5. The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the Olympia Chapter.

Section 6. The Vice President of Membership shall be responsible for Olympia Chapter membership growth and retention.

Section 7. The Vice President of Operations shall be responsible for maintaining custody of the approved bylaws, articles of incorporation, charter agreement, and amendments thereto, Board policies, committee charters, and all other non-financial records for the chapter. This position keeps records of all business meetings of the Olympia Chapter and meetings of the Board. Also responsible for the Chapter operations, including facilities coordination for events and creating and managing technology strategies and resources necessary for Chapter operations.

Section 8. The Board shall exercise all powers of the Olympia 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/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 Olympia Chapter business and funds.

Section 9. The Board shall meet at the call of the President, or at the written request of two (2) members of the Board, as directed to the VP Operations. A quorum shall consist of no less than one-half of the membership of the Board at any given time. A quorum of the Board shall be necessary to approve business, including Board nominees. Each member shall be entitled to one (1) vote and may take part and vote in person or via teleconference. At its discretion, the Board may conduct its business by teleconference, facsimile, or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board. High-level draft notes of Board meetings will be made available to members upon request.

Section 10. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the Olympia Chapter by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the President and VP Operations. 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 11. An officer or Director at Large 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 members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board. Just cause includes, but is not limited to, illegal activities and violations of the PMI Code of Ethics.

Section 12. If any officer or Director at Large 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 President-Elect shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

Article VI – Olympia Chapter Nominations and Elections:

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI. All voting members in good standing of the Olympia 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 July following their election or on the term of office start date as defined for a specific election, and shall hold office for the duration of their term as defined in Article V Section 2 or until their successors have been elected and qualified.

Section 3. A Volunteer Recruitment and 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. Candidates for Board positions may also be nominated by a petition process established by the Volunteer Recruitment and 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 Volunteer Recruitment and Nominating Committee or by tellers designated by the Board.

Section 4: No current member of the Volunteer Recruitment and Nominating Committee, including the Single Point of Contact, shall be eligible for inclusion in the slate of nominees prepared by the Committee. Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no current member of the Volunteer Recruitment and Nominating Committee may resign from their position on the committee with the intention to run for a Board Candidate position.

Section 5: In accordance with PMI policies, practices, procedures, rules, and directives, no funds or resources of PMI or the Chapter may be used to support the election of any candidate or group of candidates for PMI, 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 Chapter Volunteer Recruitment and Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

Article VII – Olympia Chapter 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. Committee members shall be appointed from the membership of the organization. The Olympia Chapter Officers and/or Directors can serve on Olympia Chapter Committees, unless it is specifically restricted by the Bylaws.

Section 2. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board.

Article VIII – Olympia Chapter Finance:

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

Section 2. Olympia Chapter annual membership dues will be agreed upon between PMI and the Olympia Chapter's Board of Directors and communicated in accordance with policies and procedures established by PMI.

Section 3. The Olympia 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.

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 and the VP Operations. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. 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 Olympia Chapter shall be those members in good standing, present and in person, or five percent (5%) of the voting membership in good standing, present and in person.

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

Article X - Inurement and Conflict of Interest:

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

Section 2. No officer, director, appointed committee member, or authorized representative of the Olympia Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Olympia Chapter of actual and reasonable expenses incurred by an officer, director, committee member, or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. All officers, directors, appointed committee members, and authorized representatives of the Olympia Chapter shall act in an independent manner consistent with their obligations to the Olympia Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 4. All officers, directors, appointed committee members, and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Olympia 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 a director, officer, committee member, or authorized representative of the Olympia Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Olympia 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 Olympia Chapter may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the Olympia Chapter, or is or was serving at the request of the Olympia Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XII - 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 Olympia 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 (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.

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 Olympia Chapter's Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the Olympia Chapter or its governing officers fail to act according to these bylaws, its policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the Olympia Chapter Charter and require the chapter to seek dissolution.

Section 2. In the event the Olympia Chapter failed to deliver value to its members as outlined in the

Olympia Chapter's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the Olympia Chapter Charter and require the Chapter to seek dissolution.

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

Section 4. Should the Olympia 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.