



Bylaws
California Inland Empire Component
of the Project Management Institute

Article I – Name, Principal Office and Relationship to PMI

Section 1: This organization shall be called the PMI California Inland Empire Chapter (hereinafter “ the PMICIE Chapter ”). This organization is a chapter chartered by the Project Management Institute, Incorporated (hereinafter “ PMI ”) and separately incorporated as a non-profit, tax exempt corporation organized under the laws of State of California.

Section 2: The principal office of the PMICIE Chapter shall be located in San Bernardino or Riverside County in the State of California.

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

Section 5: The bylaws of the PMICIE 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 PMICIE Chapter ’ s Charter with PMI.

Section 6: The terms of the Charter executed between the PMICIE Chapter and PMI, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

Article II - Purpose

Section 1: The objectives of the PMICIE Chapter are to:

- A. Promote the art and science of Project Management in the Inland Empire area of the State of California.
- B. Provide Inland Empire project managers with networking, training, and professional development opportunities.
- C. Create a synergy between local business, [academia](#) and professional entities and project management professionals.

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 PMICIE Chapter requires membership in PMI. The PMICIE Chapter shall not accept as members any individuals who have not been accepted as PMI members, and shall not create its own membership categories.

Section 3: All members in good standing shall have voting rights and shall be eligible to vote and hold elected or appointed office.

Section 4: Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMICIE Chapter and all policies, procedures, rules and directives lawfully made thereunder.

Section 5: All members shall pay the required PMI and Component membership dues to PMI and in the event that a member resigns, membership dues shall not be refunded by PMI or the PMICIE Chapter.

Section 6: Membership in the PMICIE Chapter shall terminate upon the member’s resignation, failure to pay dues, or expulsion from membership for just cause.

Section 7: Members who fail to pay the required dues shall be delinquent and their names removed from the official membership list of the PMICIE Chapter. A delinquent member may be reinstated by payment in full of all dues for PMI and the PMICIE Chapter to PMI.

Section 8: Upon termination of membership in the PMICIE Chapter, the member shall forfeit any and all rights and privileges of membership.

Section 9: The membership database and listings provided by PMI to the PMICIE Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMICIE Chapter, consistent with PMI policies.

Article IV – Officers

Section 1: The California Inland Empire Chapter shall have 8 elected officers to serve in the following positions:

- President
- Vice President – Operation
- Vice President – Finance
- Vice President – Membership
- Vice President – Programs
- Vice President – Professional Development
- Vice President – Marketing and Public Relations
- Vice President – Communications

Additionally, the Immediate Past President shall be a member of the board with full voting rights. The duties of the Immediate Past President will include, but not be limited to, acting as Chairman of the Nominating Committee and working with the present President to interface with PMI Headquarters. A trustee may be appointed at the request of the President and with the approval of the board; however, this position will have no voting rights.

All officers shall be members in good standing of PMI and of the PMICIE Chapter. [Terms of office for the Officers shall be 2 years, limited to 2 consecutive terms in the same position. These positions are staggered so that 4 positions are elected each year.](#)

Section 2: The President shall be the chief executive officer for the PMICIE 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 except the Nominating Committee. The President shall have served at least one (1) year on the Board prior to being elected as President.

Section 3: The Vice President of Operations shall keep the records of all business meetings of the California Inland Empire Chapter and meetings of the Board. The Vice President of Operations shall also serve as the Secretary of the Board.

Section 4: The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the PMICIE Chapter.

Section 5: The Vice President of Membership shall be responsible for leading the membership acquisition and retention activities of the chapter. The Vice President of Membership shall also update and manage the

Master Membership Database.

Section 6: The Vice President of Programs shall be responsible for the management, and implementation of both unique and reoccurring chapter functions, to include monthly dinner meetings.

Section 7: The Vice President of Professional Development shall be responsible for the management, and implementation of chapter professional and educational events.

Section 8: The Vice President of Marketing and Public Relations shall be responsible for the overall marketing of the PMICIE chapter and for all component and public relations activities of the chapter.

Section 9: The Vice President of Communications shall be responsible for the management of all chapter communications.

Article V – Board of Directors

Section 1: The PMICIE Chapter shall be governed by a Board of Directors (hereafter the “ Board ”). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation.

Section 2: The Board shall consist of the Officers of the PMICIE Chapter, the immediate past president, the trustee, and any Directors at Large elected by the membership. All Directors at Large shall be members in good standing of PMI and of the PMICIE Chapter. Terms of office for the Directors at Large shall be one-year and are elected each year. The Board has the option to not designate Director at Large positions for general election if the membership size of the chapter does not warrant their use.

Section 3: The Board shall exercise all powers of the PMICIE Chapter, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, 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 PMICIE Chapter business and funds.

Section 4: 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 Vice President of Operations. A quorum shall consist of a simple majority 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 only. 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.

Section 5: The Board of Directors shall 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 PMICIE Chapter by reason of the following: A. Non-payment of chapter dues, or B. The Officer or Director at Large fails to attend three (3) consecutive Board meetings, or C. The Officer of Director at Large fails to attend at least seventy-five percent (75%) of the Board meetings in a calendar year without acceptable cause An Officer or Director at Large may resign by submitting written notice to the President or Vice President of 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 6: An Officer or Director at Large may be removed from office by two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by two-thirds (2/3) vote of the Board, when

it can be shown that: A. The Officer or Director has failed to perform duties assigned, or B. The Officer or Director is not contributing in a material manner to the value of the board or the chapter, or C. There exists other just cause in connection with the affairs of the organization

Section 7: 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 Vice President of Operations shall assume the duties and office of the presiding officer for the remainder of the term, unless the Board deems it appropriate to appoint a member to this position who fulfills the requisite requirements.

Article VI – Nominations and Elections

Section 1: The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of the PMICIE 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: A 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 petition process established by the Nominating Committee or the Board. Elections shall be conducted during the annual meeting of the membership. 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 4: No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Article VII – Committees

Section 1: The President, with approval of 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: All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board. Committee members may be appointed from the membership of the organization. Article VIII - Finance Section 1: The fiscal year of the California Inland Empire 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 policies and procedures established by the PMI Board of Directors.

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 voting membership directed to the President.

Section 3: Notice of all annual and special 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 4: A quorum at all annual and special meetings of the California Inland Empire Chapter shall be ten percent (10%) of the voting membership in good standing, present in person.

Section 5: 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 PMICIE Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMICIE Chapter, except as otherwise provided in these bylaws.

Section 2: No officer, director, appointed committee member or authorized representative of the PMICIE Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMICIE 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: The PMICIE Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the PMICIE Chapter and any corporation, partnership, association or other organization in which one or more of the PMICIE Chapter ' s directors, officers, 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 PMICIE Chapter and complies with the laws and regulations of the applicable jurisdiction in which the PMICIE 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, appointed committee members and authorized representatives of the PMICIE Chapter shall act in an independent manner consistent with their obligations to the PMICIE Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5: 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 PMICIE 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 member, or authorized representative of the PMICIE Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMICIE 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 PMICIE 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 PMICIE Chapter, or is or was serving at the request of the PMICIE 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 present at an annual meeting of the PMICIE 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 or by email 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 PMICIE Chapter ' s Charter with PMI.

Article XIII – Dissolution

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

Section 2. In the event the PMICIE failed to deliver value to its members as outlined in its business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve the chapter, as per the terms of the Charter.

Section 3. In the event the PMICIE is considering to dissolve the chapter. The PMICIE's members of the Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4. Should PMICIE dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.