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Article I – Name, Principal Office; Other Offices

Section 1. Name/Non-Profit Incorporation

This organization shall be called the Project Management Institute, Eastern Idaho Chapter (hereinafter “the Eastern Idaho Chapter, or EIC”). This organization is a Chapter - Component 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 the State of Idaho. All Components formed within the United States must be incorporated as 501(c) (6) organizations.

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

Section 3. Principal Office; Other Offices

The principal office of the Chapter shall be located in Idaho Falls in the State of Idaho. The Chapter may have other offices such as Branch offices as designated by the Chapter Board of Directors.

Article II – Relationship to PMI

Section 1. The Eastern Idaho 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 Eastern Idaho Chapter may not conflict with PMI’s current bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with Chapter’s Charter with PMI.

Section 3. The terms of the Charter executed between the Eastern Idaho 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 Eastern Idaho Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the Eastern Idaho Chapter

Section 1. Purpose of the Eastern Idaho Chapter

- A. General Purpose. THE 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 by creating a culture and community that facilitates professional growth through education and volunteerism in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the Eastern Idaho Chapter and PMI and these bylaws, the purposes of the Eastern Idaho Chapter shall include the following:
 - a) To provide education and training opportunities to the Chapter membership and the project management community in Idaho Falls and surrounding area.
 - b) To foster professionalism in the management of projects.
 - c) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others interested and involved in project management.
 - d) To promote the project management profession in the Eastern Idaho Chapter area businesses, schools, and community.

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- e) To provide quality and value to the individual practitioner of project management in the public, private, and not for profit sectors through PMI and Chapter membership.
- f) To provide project management mentoring to individual practitioners as well as to students pursuing education in project management.
- g) To identify and promote the fundamentals of project management and to advance the body of knowledge for managing projects successfully.
- h) To provide networking opportunities to PMI members and prospective members.

Section 2. Limitations of the Eastern Idaho Chapter

- A. General Limitations. The purposes and activities of the Eastern Idaho Chapter shall be subject to limitations set forth in the charter agreement, these bylaws, and conducted consistently with Eastern Idaho Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the Eastern Idaho Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Eastern Idaho 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 Board of Directors of the Eastern Idaho Chapter shall be solely accountable for the planning and operations of the Chapter - Component, and shall perform their duties in accordance with the Chapter governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV – Chapter Membership

Section 1. General Membership Provisions

- A. Membership in the Eastern Idaho Chapter requires membership in PMI®. The Eastern Idaho 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 Eastern Idaho Chapter and all policies, procedures, rules and directives lawfully made hereunder, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and Chapter membership dues to PMI. In the event that a member resigns or their membership is revoked for just cause, membership dues in whole or in part shall not be refunded by PMI or the Eastern Idaho Chapter.
- D. Membership in the Eastern Idaho 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 Eastern Idaho Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Eastern Idaho Chapter to PMI within one month of the delinquent period.
- F. Upon termination of membership in the Eastern Idaho Chapter, the member shall forfeit any

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and all rights and privileges of membership.

- G. Only members in good standing with PMI and the Eastern Idaho Chapter can vote and hold elected or Board-level appointed office.

Section 2. Classes and Categories of Members

The Eastern Idaho Chapter shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.

Article V – Chapter Board of Directors

Section 1. The Eastern Idaho 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 Eastern Idaho Chapter elected by the membership and shall be members in good standing of PMI and of the Eastern Idaho Chapter. Terms of office for the Officers, except the President, President-Elect, and Immediate Past President, shall be two (2) years, limited to two consecutive terms in the same position, with a limit of eight years on the Board in general. The President-Elect shall be elected each year to serve a three-year term with the first being Vice President of Membership/President Elect, the second being President and the third being Immediate Past President. Terms of office start on July 1 and end on June 30 of the following year.

Section 3. The President shall be the chief executive officer for the Eastern Idaho 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 including the Nominating Committee. The President shall hold monthly Board meeting with a published agenda contained in the notice of each meeting.

Section 4. The Vice President of Membership/President Elect shall prepare for and plan to serve as President for the following year and acts for the President in his or her absence. The Vice President of Membership shall organize, coordinate and promote chapter membership in the Chapter area while assessing the quality and value of that membership. Provide a report at each Board meeting identifying the Chapter size and membership change.

The Vice President of Membership chairs the Nominating Committee.

The Vice President of Membership is responsible to appoint a Chapter member to perform an annual independent audit of the financial records maintained by the Vice-President of Finance to ensure proper accounting of Chapter funds. An annual financial audit report is to be provided to the Chapter Board as part of the Board transition following the elections.

Section 5. The Vice President Finance shall oversee the management of funds for duly authorized purposes of the Eastern Idaho Chapter and act as the chief financial officer. Assume responsibility for the funds of the chapter. Pay all expenses that have been approved by the Board. Maintain an accurate and current accounting of receipts and expenditures. They shall provide a treasurer's report at each Board meeting.

Section 6. The Vice President of Communications shall keep the records of all business meetings of the Eastern Idaho Chapter and meetings of the Board meetings. The VP of Communications shall oversee and review the preparation and retention of all nonfinancial Chapter records.

Section 7. The Vice President of Professional Development shall provide project, management education, training and mentoring. They shall provide a report at each Board meeting identifying upcoming educational events and opportunities for membership development.

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Section 8. The Vice President of Programs shall organize, coordinate and promote the chapter's monthly dinner meetings and roundtable events. They shall provide a report at each Board meeting identifying upcoming programs and activities for membership development.

Section 9. The Immediate Past President shall assist or direct special projects as required, act as advisor to the president, and participate as a voting member of the Nominating Committee. The Immediate Past President is a voting member of the Board.

Section 10. The Board is comprised of the President, Immediate Past President, Vice President of Membership/President Elect, Vice President of Communications, Vice President of Finance, Vice President of Professional Development and Vice President of Programs and is chaired by the President. The President may use the Committee as an advisory and planning group. Any decisions recommended by the Committee must be ratified by the Board before execution.

Section 11. The Board shall exercise all powers of the Eastern Idaho 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 Eastern Idaho Chapter business and funds.

Section 12. 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 Board member shall be entitled to one (1) vote and must personally exercise the vote; delegation of Board member votes is not allowed. The President has a deciding vote in the case of a tie. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means with documentation in the form of a written record. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 13. The Board may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI or of the Eastern Idaho Chapter, by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings. An officer may resign by submitting written notice to the President. 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 14. An officer 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 Board. The affected Board member shall receive written notice of the Board's intention to remove them from office at least two (2) weeks prior to the Board meeting at which the motion will be discussed. The notice shall be sent to the address shown on the Chapter membership list produced by the PMI Global Operations Center and shall be marked Confidential. The notice may also be delivered by the Chapter President. The notice shall state the reasons why removal is being considered. The affected Board member shall have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany and/or represent the affected Board member. The Board may exclude the affected Board member and the other representatives from its discussion of the matter, including the deciding vote. The decision of the Board is final.

Section 15. If any officer 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. Vacant offices shall be recommended by the President and approved by a 2/3 vote of the Board within thirty-days (30) of the vacancy.

Section 16. The Board may appoint Associate Vice-Presidents to execute duties as determined to be needed by each Vice President. The responsibility and authority of an Associate Vice-President will be

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documented prior to the appointment. Each Associate Vice-President is a non-voting position. Each position shall be approved by the Board.

Section 17. The Board may appoint exofficio members like Student Member Advisor at their discretion. The responsibility and authority of the exofficio member will be documented prior to the appointment. Each exofficio appointment is a non-voting position.

Article VI – 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 IV, Section 1 and Article V, Section 2. All voting members in good standing in PMI and the Eastern Idaho 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, and shall hold office for the duration of their term or until their successors have been elected or appointed.

Section 3. The Vice President of Membership/President Elect shall prepare a slate containing nominees for each Board position and the Nominating Committee consisting of, at a minimum, the President Elect as Chair, President, and Immediate Past President. The Nominating Committee 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 final Chapter dinner meeting before elections close, (b) by mail ballot to all voting members in good standing, (c) by electronic vote in compliance with the legal jurisdiction, or (c) by any combination of the aforementioned. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee and the results ratified by the Board.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5. Board positions shall be filled on the following cycle:
Yearly – Vice President of Membership/President Elect
Odd Years – Vice President of Communications, and Vice President of Programs
Even Years – Vice President of Professional Development, and Vice President of Finance

Section 6: 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, the 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 Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter's elected positions.

Article VII – 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 may be appointed from the membership of the organization. The Eastern Idaho Chapter officers can serve on the Chapter committees, unless it specifically is restricted by the bylaws.

Section 2. All committee members and an appointed Associate Vice President or chairperson for each

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committee shall be appointed by the Officer to whom the committee will report with approval from the Board.

Article VIII - Chapter Finance

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

Section 2. Eastern Idaho Chapter annual membership dues shall be set by the Chapter's Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The Eastern Idaho 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. Before commitment, the Board shall approve each financial transaction over \$100.00 associated with Chapter activities.

Section 5. Arrange for co-signature with Chapter President on all Chapter's bank accounts and/or similar financial transactions over \$1000.00.

Section 6. All membership 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 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. 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 5. Quorum at all annual and special meetings of the Eastern Idaho Chapter shall be those members in good standing, present and in person.

Section 6. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Article X – Branches

Section 1. The Eastern Idaho Chapter does not have branches at this time. In the event the Chapter establishes Branch(es) in the future, the Chapter will establish the branch in accordance to the guidance given by PMI.

Section 2. Upon written permission granted by PMI via the charter agreement, the Chapter shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter

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“Branch”) for the purpose of delivering its services locally. Each Branch of PMI® Eastern Idaho Chapter shall be governed by these Bylaws and shall conduct its business in compliance with Eastern Idaho Chapter’s policies and procedures and its charter with PMI®.

Section 3. Geographic Area. Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined of the Chapter.

Section 4. Distribution of Dues. Branch dues and fees will be collected by PMI® on behalf of the Eastern Idaho Chapter and will be forwarded to Eastern Idaho Chapter. The Eastern Idaho Chapter will allocate funds to the Branches in accordance to Eastern Idaho Chapter’s policies & procedures. Branches shall not create its own membership or dues.

Section 5. Each Branch Chair shall be a Committee Chair who reports to the Vice President of Membership who oversees the Chapter’s Branch(es).

Section 6. Limitations. Branches shall abide by the limitations consistent with the chapter’s charter agreement with PMI®.

Article XI – Inurement and Conflict of Interest

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

Section 2. No officer, appointed committee member or authorized representative of the Eastern Idaho Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board with the exception of items such as nominally valued volunteer recognition gifts. However, the Board may authorize payment by the Eastern Idaho Chapter of actual and reasonable expenses incurred by an officer, committee member or authorized representative regarding attendance at Board meetings and other approved activities. Receipts or other justification document shall be provided for each reimbursement to be approved by the Board.

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

- A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board prior to commencement of any such contract or transaction;
- B. the Board in good faith authorizes the contract or transaction by a majority vote of the Board who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to the Eastern Idaho Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Eastern Idaho 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 Board officers, appointed committee members and authorized representatives of the Eastern Idaho Chapter shall act in an independent manner consistent with their obligations to the Eastern Idaho Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Eastern Idaho Chapter has

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entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Article XII - Indemnification

Section 1. In the event that any person who is or was an officer, committee member, or authorized representative of the Eastern Idaho Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Eastern Idaho 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 Eastern Idaho Chapter may purchase and maintain liability insurance on behalf of any person who is or was a Board officer, employee, trustee, agent or authorized representative of the Eastern Idaho Chapter, or is or was serving at the request of the Eastern Idaho Chapter as an 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 XIII - PMI-Eastern Idaho Chapter (EIC) Bylaws

The “PMI-EIC Bylaws” are a legal document, duly approved by PMI and the membership of PM- EIC. These Bylaws provide the framework for the compliance of all activities of the Chapter. Although reviewed at least every three years and amended when required, the Bylaws are intended as formal, stable, enduring and ‘high-level’ definitions of Chapter policy.

Article XIV - PMI-EIC Policies and Procedures

The “PMI-EIC Policies and Procedures” are a non-legal document, able to be amended by the Board. It flows from the Bylaws, and is written to enable achievement of the long-term strategy. Procedures are intended to be informal, flexible, short-term, and ‘low-level’, detailed definitions of day-today Chapter operations. Amendments will accommodate yearly fluctuations in the type/extent of workload on the Board, as well as, any Board vacancies.

Article XV - Annual Business Plan

The Chapter Annual Business Plan is created each year, flowing from the Strategy document, and adheres to the Bylaws. This plan defines how aspects of the 3-year strategy will be implemented during the current year. The Business Plan shall include addressing the Mission, Vision, and Strategic Objectives of the Chapter.

Article XVI – Bylaws Amendments

Section 1. These bylaws may be amended by a two-thirds (2/3) approval vote of the voting membership in good standing, who vote by electronic ballot, who vote in person at an annual meeting of the Eastern Idaho Chapter duly called and regularly held, or who vote by mail or electronic ballot returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the

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ballot. Notice of proposed changes shall be sent in writing to the membership at least forty-five (45) 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 Eastern Idaho Chapter's Charter with PMI.

Article XVII – Dissolution

Section 1. In the event that the Eastern Idaho Chapter or its governing officers failed 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 Chapter.

Section 2. In the event the Eastern Idaho Chapter failed to deliver value to its members as outlined in Chapter's 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 Eastern Idaho Chapter is considering dissolution, the members of the Chapter's Board must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4. Should the Eastern Idaho Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization designated by a majority vote of the voting membership who vote by electronic ballot, who vote in person at an annual meeting of the Eastern Idaho Chapter duly called and regularly held, or who vote by mail or electronic ballot returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the initiative after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Ratification

Approved by PMI: ___March 25, 2011___

Approved by the Eastern Idaho Chapter Membership: ___June 2, 2011___

This certifies that this version of the PMI Eastern Idaho Chapter Bylaws was approved by the PMI Eastern Idaho membership and in accordance with PMI policy.

Clark Jones
President, PMI Eastern Idaho Chapter