

Bylaws
of
The Project Management Institute
Honolulu Chapter, Inc.

Member Approved November 22, 2013

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Honolulu Chapter, Inc., (hereafter “HONOLULU CHAPTER”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereafter “PMI[®]”) and separately incorporated as a non-profit, tax exempt corporation organized under the laws of the State of Hawaii.

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

Section 3. Principal Office; Other Offices.

The principal office of the HONOLULU CHAPTER shall be located in Honolulu in the State of Hawaii. The HONOLULU CHAPTER’s mailing address is P.O. Box 1161, Honolulu, HI 96807.

Article II – Relationship to PMI[®].

Section 1. The HONOLULU 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 HONOLULU CHAPTER may not conflict with the current PMI[®] Bylaws and all policies, procedures, rules or directives established or authorized by PMI[®] as well as with the HONOLULU CHAPTER’s Charter Agreement with PMI[®] (hereafter “CHARTER”).

Section 3. The terms of the CHARTER executed between the HONOLULU 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 HONOLULU CHAPTER shall be governed by and adhere to the terms of the CHARTER.

Article III – Purpose and Limitations of the HONOLULU CHAPTER.

Section 1. Purpose of the HONOLULU CHAPTER

- A. General Purpose. The HONOLULU CHAPTER has been founded as non-profit, tax-exempt corporation 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 HONOLULU CHAPTER and PMI[®] and these Bylaws, the purpose of the HONOLULU CHAPTER shall include the following:
 - a) Promote the awareness, practice, and profession of Project Management and the PMI[®].
 - b) Support the training and professional development of Project Management Professionals to improve overall skill level and effectiveness.
 - c) Advocate acceptance of Project Management as a profession and discipline.
 - d) Partner with other professional organizations dedicated to the advancement of Project Management practices, objectives and ideals.
 - e) Encourage and foster the adoption of Project Management practices by corporations, government, and other entities.
 - f) Create networking opportunities for Project Management Practitioners.
 - g) Improve project and program performance for individuals, companies, and organizations in the State of Hawaii.

Section 2. Limitations of the HONOLULU CHAPTER

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

Article IV – Chapter Membership.

Section 1. General Membership Provisions.

- A. Membership in the HONOLULU CHAPTER requires membership with PMI®. The HONOLULU 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 HONOLULU 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 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 HONOLULU CHAPTER.
- D. Membership in the HONOLULU 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 HONOLULU CHAPTER. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the HONOLULU CHAPTER to PMI® within such one month delinquent period.
- F. Upon termination of membership in the HONOLULU CHAPTER, the member shall forfeit any and all rights and privileges of membership.
- G. Only members in good standing (see Article IV, Section 1, A through F) shall vote and shall hold office. Voting rights and the right to hold office are granted to regular members and student members.

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

Article V – Chapter Board of Directors:

Section 1. The HONOLULU CHAPTER shall be governed by a Board of Directors (hereinafter “BOARD”). The BOARD shall be responsible for carrying out the purposes and objectives of the non-profit corporation.

Section 2. The BOARD shall consist of the officers of the HONOLULU CHAPTER elected by the membership and shall be members in good standing of PMI® and of the HONOLULU CHAPTER. The HONOLULU CHAPTER shall have nine (9) Officers to serve in the following positions:

- President
- Vice President/President Elect
- Communications Director/Secretary
- Finance Director/Treasurer
- Membership Director
- Special Projects Director
- Program Director
- Publicity Director, and
- Professional Development Director

The President shall, upon completion of a term as President, serve as Immediate Past President.

Section 3. Terms of office. The term of office for the President, Vice President/President Elect, Past President and Director(s)-at-Large shall be one (1) year. The term of office for all other elected Officers shall be two (2) years. The office of President will not normally be an elected position; rather, the individual serving as the President Elect shall automatically succeed to the office of President.

For the 2014 calendar year only, the Communications Director/Secretary, Membership Director, and the Special Projects Director positions shall hold office for one (1) year.

Section 4. Term Limits. The President, Vice President/President Elect, and the Immediate Past president are limited to one (1) one (1) year term. All other elected Officers are limited to two (2) consecutive terms (4 years) in the same position, and no more than eight (8) consecutive years on the BOARD in general.

Section 5. Election of Board Members. The Vice President/President Elect shall be elected at each annual election. Election of the remaining Officers shall be staggered so that approximately half of the positions are elected each year in accordance with the schedule below:

Elected to serve on the BOARD starting in even-numbered years (beginning with the election for 2014):

- Finance Director/Treasurer
- Program Director
- Publicity Director
- Professional Development Director

Elected to serve on the BOARD starting in odd-numbered years (beginning with the election for 2015):

- Communications Director/Secretary
- Membership Director
- Special Projects Director

Section 6. The President shall be the chief executive officer for the HONOLULU 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 except the Nominating Committee.

Section 7. The Vice President/President-Elect acts for the President in his/her absence at HONOLULU CHAPTER events and BOARD meetings. Upon the completion of the President's term, the Vice-President/President-Elect will automatically assume the office of President. If the Vice President assumes the office of President early in accordance with Section 22 of this Article, the individual may serve as President for no more than two (2) consecutive years.

Section 8. The Communications Director/Secretary shall keep the records of all business meetings of the HONOLULU CHAPTER and meetings of the BOARD and shall be responsible for distribution of other information on HONOLULU CHAPTER activities.

Section 9. The Finance Director/Treasurer shall oversee the management of funds for duly authorized purposes of the HONOLULU CHAPTER. The Finance Director shall implement and maintain fiscal policies and procedures that are in accordance with generally accepted accounting principles and that ensure transparency and accountability of funds.

Section 10. The Membership Director is responsible for maintaining the HONOLULU CHAPTER membership database using information supplied by PMI®.

Section 11. The Special Projects Director is responsible for planning and coordinating any conferences held by the HONOLULU CHAPTER.

Section 12. The Program Director is responsible for developing and coordinating the presentation of programs relating to project management for each regularly scheduled HONOLULU CHAPTER meeting. The content of these programs is to be consistent and in accordance with the HONOLULU CHAPTER objectives.

Section 13. The Publicity Director is responsible for the HONOLULU CHAPTER newsletter and promoting project management to local companies.

Section 14. The Professional Development Director is responsible for planning and coordinating all educational activities for the HONOLULU CHAPTER, the Project Management Professional® exam review classes, and maintaining records for HONOLULU CHAPTER sponsored PMP re-certification activities; including attendance at HONOLULU CHAPTER monthly meetings, BOARD and/or committee positions, seminar attendance, and other HONOLULU CHAPTER events where professional development units (PDU's) can be earned.

Section 15. The College Relations Director is an annually-appointed position and is responsible for promoting PMI® to the local colleges and universities. The College Relations Director is a non-voting, honorary member of the BOARD. The College Relations Director is not subject to the term limitations of Section 4 of this Article.

Section 16. The Immediate Past President shall act as a non-voting member / advisor to the BOARD, except in the event of a tie. If a vote of the regular voting members has an equal number of ayes and nays, the Immediate Past President may cast a vote to break the tie.

If the Vice President assumes the office of President early in accordance with Section 22 of this Article, the individual may serve as Immediate Past President for no more than two (2) consecutive years. In the event that the Past President is not available or unwilling to serve in this capacity, the position shall not be filled.

The Immediate Past President will update and sign the CHARTER for the activities during the year of their service as President. The Immediate Past President will assist with the preparation and review of the annual tax filing for the activities during the year of their service as President. The Immediate Past President will officiate at the installation service for the newly elected members of the BOARD.

Section 17. The Director(s) at Large shall provide support to the BOARD as directed by the President. Directors at large shall be non-voting, honorary, appointed positions.

Section 18. The BOARD shall exercise all powers of the HONOLULU 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 HONOLULU CHAPTER business and funds.

Section 19. The BOARD shall meet at the call of the President, or at the written request of three (3) voting members of the BOARD. A quorum shall consist of no less than one-half of the voting 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 20. The BOARD 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 HONOLULU CHAPTER by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive BOARD meetings. An officer or Director at Large 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 21. 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.

Section 22. 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 shall assume the duties and office of the presiding officer for the remainder of the term. In the event the BOARD appoints a Vice President as a result of a vacancy created by a President's resignation after their term has commenced, the appointed individual shall not automatically become President the following year. Instead, an election for the office of President shall be held at the next regularly scheduled election. The BOARD may call for a special election by the Chapter's membership to fill a vacant position.

Article VI – 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. All voting members in good standing of the HONOLULU 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, usually chaired by the Immediate Past President, 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 by electronic vote in compliance with the laws of the State of Hawaii. 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.

Section 5: In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or the HONOLULU CHAPTER may be used to support the election of any candidate or group of candidates for PMI®, HONOLULU 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 HONOLULU CHAPTER Nominating Committee, or other applicable body designated by the HONOLULU CHAPTER, will be the sole distributor(s) of all election materials for HONOLULU CHAPTER 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 shall be appointed from the membership of the organization. The HONOLULU CHAPTER officers and/or Directors can serve on HONOLULU CHAPTER Committees, unless it specifically is 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 - Chapter Finance:

Section 1. The fiscal year of the HONOLULU CHAPTER shall be from 1 January to 31 December.

Section 2. HONOLULU CHAPTER annual membership dues shall be set by the HONOLULU CHAPTER's BOARD and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3. The HONOLULU 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. 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 HONOLULU CHAPTER shall be at least 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 HONOLULU CHAPTER shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the HONOLULU CHAPTER, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the HONOLULU CHAPTER shall receive any compensation, or other tangible or financial benefit for service on the BOARD. However, the BOARD may authorize payment by the HONOLULU 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. HONOLULU CHAPTER may engage in contracts or transactions with members, elected officers or directors of the BOARD, appointed committee members or authorized representatives of HONOLULU CHAPTER and any corporation, partnership, association or other organization in which one or more of HONOLULU 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 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 HONOLULU CHAPTER and complies with the laws and regulations of the applicable jurisdiction in which HONOLULU CHAPTER is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the BOARD.

Section 4. All officers, directors, appointed committee members and authorized representatives of the HONOLULU CHAPTER shall act in an independent manner consistent with their obligations to the HONOLULU 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 HONOLULU 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 HONOLULU CHAPTER, acting in good faith and in a manner reasonably believed to be in the best interests of the HONOLULU 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 HONOLULU 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 HONOLULU CHAPTER, or is or was serving at the request of the HONOLULU 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; by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the HONOLULU 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 forty-five (45) 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 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 CHARTER.

Article XIII – Dissolution:

Section 1. In the event that the HONOLULU CHAPTER or its governing officers fail to act according to these bylaws, its policies or all PMI® policies, procedures, and rules outlined in the CHARTER, PMI® has a right to revoke the CHARTER and require the chapter to seek dissolution.

Section 2. In the event the HONOLULU CHAPTER fails to deliver value to its members as outlined in HONOLULU CHAPTER'S business plan and without mitigated circumstance, the HONOLULU CHAPTER acknowledges that PMI® has a right to revoke the CHARTER and require the HONOLULU CHAPTER to seek dissolution.

Section 3. In the event the HONOLULU CHAPTER is considering dissolving, the HONOLULU CHAPTER BOARD must notify PMI® in writing and follow the component/chapter dissolution procedure as defined in PMI®'s policy.

Section 4. Should the HONOLULU CHAPTER 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.

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.