

**Bylaws of
Project Management Institute
Otowi Bridge Chapter, Inc.
(2005 Restatement)**

Adopted by vote of the chapter membership on November 16, 2005

Article I – Name, Principal Office and Relationship to PMI:

Section 1. This organization shall be called the Project Management Institute, Otowi Bridge Chapter Inc. (hereinafter “the Otowi Bridge 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 (or equivalent) organized under the laws of the State of New Mexico.

Section 2. The principal office of the Otowi Bridge Chapter shall be located in Los Alamos in the State of New Mexico.

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

Section 5. The bylaws of the Otowi Bridge Chapter may not conflict with the current PMI’s Bylaws and all policies, procedures, rules or directives established or authorized by the PMI Board of Directors as well as with the Otowi Bridge Chapter’s Charter with PMI.

Section 6. The terms of the Charter executed between the Otowi Bridge 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 Otowi Bridge Chapter are to:

- A. Promote professionalism in project management
- B. Advance the quality and scope of project management
- C. Promote the fundamentals of project management and advance the PMI body of knowledge to achieve common understanding of project management applications
- D. Collaborate with universities and other educational institutions to promote project management career development;
- E. Provide project management information and education to the northern New Mexico industries, government agencies and educational institutes;
- F. Promote the PMI and the Chapter methods and ethics through community involvement.

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 Otowi Bridge Chapter requires membership in PMI. The Otowi Bridge 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 shall have voting rights and all members in good standing are eligible to hold office. Student members do not have voting rights and are not eligible to hold office.

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

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 Otowi Bridge Chapter.

Section 6: Membership in the Otowi Bridge 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 for one (1) month shall be delinquent and their names removed from the official membership list of the Otowi Bridge Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Otowi Bridge Chapter to PMI.

Section 8: Upon termination of membership in the Otowi Bridge 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 Otowi Bridge Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Otowi Bridge Chapter, consistent with PMI policies.

Article IV – Officers:

Section 1. The Otowi Bridge Chapter shall have eight elected officers to serve in the following positions: President, Vice President/President-Elect, Immediate Past President, Vice President of Finance, Vice President of Education, Vice President of Communications, Vice President of Membership, and Vice President of Programs. All officers shall be members in good standing of PMI and of the Otowi Bridge Chapter. The Vice President/President-Elect and all other Vice-Presidents are elected annually and serve one-year terms of office. The President's position is

assumed by the previous year's President-Elect and is thus not an annually elected position. This allows for the President-Elect to serve in a training capacity for one year prior to assuming the office of President. The Immediate Past President position is assumed by the previous year's President and is thus not an annually elected position. Officers shall be eligible to serve only two consecutive terms in the same office.

Section 2. The President shall be the chief executive officer for the Otowi Bridge 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.

Section 3. The Vice President of Communications is the Secretary of the Board and shall keep the records of all business meetings of the Otowi Bridge Chapter and meetings of the Board.

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

Section 5. The Immediate Past President shall assist the incoming President with the transition to the new Chapter Board of Directors, liaison with PMI headquarters, and preparation of the replacement officers for the following year.

Section 6. The Vice President/President-Elect shall assume all duties and responsibilities of the President in cases of temporary absence or incapacitation.

Section 7. The Vice-President of Programs shall be responsible for the development and delivery of programs relating to project management for each scheduled meeting.

Section 8. The Vice-President of Education shall be responsible for promoting Project Management Professionalism through the development of educational publications, seminars, and workshops designed to help Project Managers achieve certification as Project Management Professionals.

Section 9. The Vice-President of Membership shall be responsible for tracking chapter membership and PMP statistics on a monthly basis, as well as welcoming and providing assistance to new members.

Article V – Board of Directors:

Section 1. The Otowi Bridge 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 Otowi Bridge Chapter.

Section 3. The Board shall exercise all powers of the Otowi Bridge 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/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 Otowi Bridge 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 President. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person 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 may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI or of the Otowi Bridge 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 or Vice President of Communications. 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 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 quorum 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 7: 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 Vice President/ President-Elect shall assume the duties and office of the presiding officer for the remainder of the term.

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 Otowi Bridge 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 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 Otowi Bridge 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 twenty (20) 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 Otowi Bridge 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 Otowi Bridge Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Otowi Bridge Chapter, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the Otowi Bridge Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Otowi Bridge 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. Otowi Bridge Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Otowi Bridge Chapter and any corporation, partnership, association or other organization in which one or more of Otowi Bridge 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 Otowi Bridge Chapter and complies with the laws and regulations of the applicable jurisdiction in which Otowi Bridge 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 Otowi Bridge Chapter shall act in an independent manner consistent with their obligations to the Otowi Bridge 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 Otowi Bridge 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. The Otowi Bridge Chapter may indemnify any and all of its directors, officers and employees against expenses incurred by them, or pay such expenses directly, including legal fees, or judgments or penalties rendered or levied against such person in a legal action brought against any such person for actions or omissions alleged to have been committed by any such person while acting within the scope of his employment as a director, officer or employee of the corporation, provided that the Board of Directors shall determine in good faith that such person did not act, fail to act, or refuse to act willfully or with fraudulent or criminal intent in regard to the matter involved in the action or omission.

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 Otowi Bridge 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 Otowi Bridge Chapter, or is or was serving at the request of the Otowi Bridge 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 present at an annual meeting of the Otowi Bridge Chapter duly called and regularly held. Notice of proposed changes shall be sent in writing by postal mail or electronic mail to the membership or posted on the chapter website at least twenty 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 Otowi Bridge Chapter's Charter with PMI.

Article XIII – Dissolution:

Section 1. Should the Otowi Bridge 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.