COMPONENT BYLAWS OF THE INLAND NORTHWEST CHAPTER OF THE PROJECT MANAGEMENT INSTITUTE

Article I - Name, Principal Office:

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Inland Northwest Chapter (hereinafter "PMIINW"). This organization is 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 Washington. PMIINW is incorporated as a 501(c)(6) corporation in accordance with PMI® requirements.

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

Section 3. Principal Office; Other Offices.

The principal office of PMIINW shall be located in Spokane in the State of Washington. PMIINW may have other offices such as Branch offices as designated by the PMIINW Board of Directors.

Article II - Relationship to PMI.

Section 1. PMIINW 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 PMIINW may not conflict with the current PMI Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with PMIINW's Charter with PMI.

Section 3. The terms of the Charter executed between PMIINW 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, PMIINW shall be governed by and adhere to the terms of the Charter.

Article III - Purpose and Limitations of PMIINW.

Section 1. Purpose of PMIINW.

A. General Purpose. PMIINW has been founded as a non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in the Inland Northwest in a conscious and proactive manner.

B. Specific Purposes. Consistent with the terms of the Charter executed between PMIINW and PMI and these Bylaws, the purposes of PMIINW shall include the following:

a) To foster professionalism in the management of projects.

b) To contribute to the quality and scope of project management.

c) To stimulate appropriate global application of project management for the benefit of general public.

d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others interested and involved in project management.

e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

Section 2. Limitations of PMIINW.

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

B. The membership database and listings provided by PMI to PMIINW may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMIINW, consistent

with PMI policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.

C. The officers and directors of PMIINW shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV - Membership.

Section 1. General Membership Provisions.

A. Membership in PMIINW requires membership in PMI®. PMIINW shall not accept as members any individuals who have not been accepted as PMI® members.

Membership in this organization 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, sexual orientation, gender identity and/or expression, 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 PMIINW 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 PMIINW.

D. Membership in PMIINW shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.

E. Members who fail to pay the required dues when due shall be delinquent and their names removed from the official membership list of the Inland Northwest Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues plus the applicable application fee for PMI and the Inland Northwest Chapter to PMI.

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

G. All PMIINW Chapter members in good standing of PMI and PMIINW may vote and hold office.

Section 2. Classes and Categories of Members. PMIINW shall not create its own membership categories. Membership categories, eligibility requirements, rights, and benefits shall remain consistent with those established by PMI® and the PMIINW Charter Agreement. PMIINW shall not establish membership requirements or classifications that conflict with PMI policies or the Charter Agreement.

Article V - Board of Directors:

Section 1. PMIINW shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of PMIINW.

Section 2. The Board shall consist of the officers of PMIINW elected by the membership and shall be members in good standing of PMI and of PMIINW. With the exception of the President and Past President, terms of office for the Officers shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than three (3) consecutive terms on the Board in general. These positions are staggered so that all positions are not elected in the same year. The President shall serve a three (3) year term and, upon completion of that term, shall automatically serve a one (1) year term as Past President.

The board shall consist of three mandatory positions: President, Vice President of Finance, and Vice President of Operations.

Section 3. The President shall be the chief executive officer for PMIINW 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. To be eligible as President a member must of served at least one full term as a board member in the last four years or have held the President position for a full term in the past. The President is subject to the term limits as outlined in Article 4, section 2.

Section 4. The Vice President of Operations shall keep the records of all business meetings of PMIINW and meetings of the Board.

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

Section 6. The Past President shall serve as a voting member of the Board for one (1) year following completion of service as President. The Past President shall provide continuity, mentorship, historical perspective, and support to the Board and Chapter leadership.

Section 7. Additional officer and Director at Large positions may be created by the majority vote of the Board of Directors. Positions shall follow term limits in Article V, Section 2; and shall be filled via Nominations and Elections outlined in Article VI. The Board may appoint non-voting Directors at will to accomplish the functions of PMIINW.

Section 8. The Board shall exercise all powers of PMIINW, 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 PMIINW business and funds.

Section 9. The Board shall meet at the call of the President or by written request of 3+ Board Members. A quorum shall consist of no less than two members of the Board at any given time. Each member shall be entitled to one (1) vote. At its discretion, the Board may conduct its business by teleconference, email, electronic communication, or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 10. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the PMIINW 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 providing notice to the President or Vice President of Operations in writing, including email, text message, electronic communication or other verifiable means. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the President or Vice President of Operations.

Section 11. An officer or Director at Large may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 12. If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Past President may assume the duties and office of the presiding officer until the Board appoints a successor or determines that a special election shall be conducted. The Board may call for a special election by the chapter’s membership to fill the vacant position.

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 V, Section 2. All voting members in good standing of PMIINW shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, creed, color, age, sex, sexual orientation, gender identity and/or expression, marital status, national origin, religion, or 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 electronically through a PMI-managed electronic ballot, using methods approved by the Board and administered in accordance with PMI requirements and applicable laws. The candidate who receives a majority of votes cast for each office shall be elected. Voting counts are conducted by PMI and results provided to the Elections Committee.

Section 4. Nominating Committee shall be appointed by the Board to oversee the nomination and election process. No current member of the Nominating Committee, including the Single Point of Contact, shall be eligible for inclusion in the slate of nominees prepared by the Committee. Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no current member of the Nominating Committee may resign from their position on the committee with the intention of running for a Board Candidate position. The Committee shall determine candidate eligibility, manage election materials, and perform such duties as assigned by the Board in support of a fair and impartial election process.

Section 5. In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Chapter may be used to support the election of any candidate or group of candidates for PMI, Chapter or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

Article VII - Committees:

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. Standing and temporary committees may be established only with prior approval of the Board of Directors.

Section 2. The board shall define a committee's purpose, authority, responsibilities, and expected outcomes as part of the approval process. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. PMIINW officers and/or Directors may serve on the Committees, unless it specifically is restricted by the Bylaws.

Section 3: All committee members and a chairperson for each committee shall be appointed by Board of Directors.

Article VIII - Finance:

Section 1. The fiscal year of PMIINW shall be from 1 January to 31 December.

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

Section 3. PMIINW 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.

Section 5. The financial reserve will be reviewed and monitored by the board each year to determine if it aligns with the board financial policy.

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 PMIINW shall be those members in good standing, present and in person or five percent (5%) of the voting membership in good standing, present and in person.

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

Article X - Branches of PMIINW

Section 1. Establishing a Branch.

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

Section 2. 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 3. Distribution of Dues.

All PMIINW dues and fees will be collected by PMI® on behalf of PMIINW and will be forwarded to PMIINW. PMIINW will allocate funds to the Branch in accordance to PMIINW’s policies and procedures. Branches shall not create its own membership or dues.

Section 4. The Branch Chair shall either be a member of Chapter’s Board of Directors, or be a Committee Chair and report into a Chapter Board member who oversees the Chapter’s Branch(es). The board will determine the branch governance structure.

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

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

D. The Vice President of Finance nor the President shall issue repayment/payment to self.

Section 4. All officers, directors, appointed committee members and authorized representatives of PMIINW shall act in an independent manner consistent with their obligations to PMIINW 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 actual or potential conflict of interest, including any interest or affiliation they may have with any entity or individual with which PMIINW has entered, or may enter, into contracts, agreements or any other business transaction. Individuals with a conflict shall refrain from participating in deliberations, influencing decisions, or voting on matters related to that conflict.

Article XII - Indemnification:

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of PMIINW, acting in good faith and in a manner reasonably believed to be in the best interests of PMIINW, 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, PMIINW 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 PMIINW, or is or was serving at the request of PMIINW 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 XIII - 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 managed by PMI; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMIINW duly called and regularly held. Notice of proposed changes shall be sent in writing, which shall be provided electronically, 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 PMIINW’s Charter with PMI.

Section 4. The Board shall annually review the Chapter’s governing documents, policies, and procedures to ensure continued alignment with PMI requirements, the Chapter Charter Agreement, and applicable laws and regulations.

Article XIV - Dissolution:

Section 1. In the event that the PMIINW 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 revoke the PMIINW Charter and require the chapter to seek dissolution.

Section 2. In the event the PMIINW failed to deliver value to its members as outlined in PMIINW's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the PMIINW Charter and require the chapter to seek dissolution.

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

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

Section 5. Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.