

**Bylaws**  
**of**  
**The Project Management Institute**  
**Honolulu Chapter, Inc.**

**August 1, 2004**

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## Article I - Name, Principal Office and Relationship to PMI

**Section 1:** This organization shall be called the Project Management Institute, Honolulu Chapter, Inc. (hereinafter called the "Honolulu Chapter"). This organization is chartered by the Project Management Institute, Incorporated (hereinafter called "PMI<sup>®</sup>") and separately incorporated as a non-profit, tax-exempt corporation organized under the laws of Hawaii.

**Section 2:** The principal office of the Honolulu Chapter shall be located in Honolulu Hawaii of the United States of America.

**Section 3:** The Honolulu Chapter is responsible to the duly elected PMI<sup>®</sup> Board of Directors and is subject to all PMI<sup>®</sup> policies, procedures, rules, and directives lawfully adopted.

**Section 4:** The Honolulu Chapter shall meet all legal requirements in the jurisdiction(s) in which the Honolulu Chapter conducts business or is incorporated/registered.

**Section 5:** The bylaws of the Honolulu Chapter shall not conflict with the current bylaws of PMI<sup>®</sup>, and all policies, procedures, rules or directives established or authorized by the PMI<sup>®</sup> Board of Directors as well as with the Honolulu Chapter's Charter with PMI<sup>®</sup>.

**Section 6:** The terms of the Charter executed between the Honolulu Chapter and PMI<sup>®</sup>, including all restrictions and prohibitions, shall take precedence over these bylaws and other authority granted hereunder.

## Article II - Purpose

**Section 1:** The Honolulu Chapter supports the purpose of the PMI<sup>®</sup>. The mission of the Honolulu Chapter is to provide a forum for Project Managers to promote the principles of the Project Management Institute through networking with other project managers, sharing of project experiences, training, education, and certification as a Project Management Professional in the State of Hawaii.

The vision is to be recognized in the State of Hawaii as the organization and resource of choice for Project Management professionalism.

The objectives of the Honolulu Chapter are to:

- Promote the awareness, practice, and profession of Project Management and the PMI<sup>®</sup>.
- Support the training and professional development of Project Management professionals to improve overall skill level and effectiveness.
- Advocate acceptance of Project Management as a profession and discipline.
- Partner with other professional organizations dedicated to the advancement of Project Management practices, objectives and ideals.
- Encourage and foster the adoption of Project Management practices by corporations, government, and other entities.
- Create networking opportunities for Project Management Practitioners.
- Improve project and program performance for individuals, companies, and organizations in the State of Hawaii.

## 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, and religion, physical or mental disability.

**Section 2:** Membership in the Honolulu Chapter requires membership in PMI®. The Honolulu Chapter shall not accept as members any individuals who have not been accepted as PMI® members, and shall not create its own membership categories. Full-time matriculated students wishing to join the Honolulu Chapter due to unavailability of a local Student Chapter may do so with all the rights and privileges described herein.

**Section 3:** Only members in good standing (see Article III, sections 6-8) shall vote and shall hold office. Voting rights and the right to hold office are granted to regular members and student members.

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

**Section 5:** All members shall pay the required PMI® and Chapter membership dues to PMI®. In the event that a member resigns, membership dues shall not be refunded by PMI® or by the Honolulu Chapter.

**Section 6:** Membership in the Honolulu Chapter shall terminate upon a member's resignation, failure to pay dues, or expulsion from membership for just cause. Expulsion for just cause requires a 60% vote by the Honolulu Chapter Board.

**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 Honolulu Chapter. A delinquent member will be reinstated by payment in full of all unpaid dues for PMI® and the Honolulu Chapter.

**Section 8:** Upon termination of membership in the Honolulu 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 Honolulu Chapter, and any member information gathered by the Honolulu Chapter, shall not be used for commercial purposes. Membership information shall be used only for non-profit purposes directly related to the business of the Honolulu Chapter, consistent with PMI® policies.

## Article IV – Directors

**Section 1:** The Honolulu Chapter shall have nine (9) elected Directors to serve in the following capacities: President-Elect, Communications, Finance, Membership, Special Projects, Program, Publicity, Professional Development, and College Relations. The Directors will serve one-year terms of office, from January 1<sup>st</sup> to December 31<sup>st</sup> of the following year.

**Section 2:** The position of Chapter President is normally not an elected office. The President-Elect automatically becomes Chapter President for the next term of office. The only exceptions to this rule are when:

1. The President-Elect is appointed to his/her position
2. The President-elect chooses not to accept the position of Chapter President

When this occurs, the Chapter membership is required to vote for Chapter President. When voting for Chapter President, other candidates are also allowed to run for Chapter President.

**Section 3:** All Chapter Directors shall be members in good standing of PMI® and of the Honolulu Chapter. All Directors are expected to uphold the Honolulu Chapter Bylaws and Operations Manual. The Bylaws and Operations Manual should be reviewed on a regular basis to ensure that they are up to date and reflect the needs of the Honolulu Chapter.

**Section 4:** A general description of the duties for each Honolulu Chapter Director is described below. Detailed roles and responsibilities of the Honolulu Chapter Directors are covered in the Honolulu Chapter Operations manual.

The **President** shall be the chief executive Director for the Honolulu Chapter and of the Board. The President shall perform such duties as are customary for presiding Directors. This includes presiding at Chapter and Board meetings, and making all required appointments with the approval of the Board.

The **Vice President/President-Elect** acts for the Chapter President in his/her absence at Chapter events and Board meetings.

The **Communications Director** shall keep the records of all business meetings of the Honolulu Chapter, meetings of the Board, and shall be responsible for distribution of other information on Chapter activities.

The **Finance Director** shall oversee the management of funds for duly authorized purposes of the Honolulu Chapter. The Finance Director shall arrange for a yearly external audit of the Honolulu Chapter finances with Board approval, and report results to the Board.

The **Membership Director** is responsible for maintaining the Honolulu Chapter membership database using information supplied by PMI®.

The **Special Projects Director** is responsible for planning and coordinating any conferences held by the Honolulu Chapter.

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

The **Publicity Director** is responsible for the Chapter newsletter and promoting project management to local companies.

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 Chapter sponsored PMP re-certification activities; including attendance at Chapter monthly meetings, Board and/or committee positions, seminar attendance, and other Chapter events where professional development units (PDU's) can be earned.

The **College Relations Director** is an appointed position and is responsible for promoting PMI® to the local colleges and universities.

## **Article V – Board of Directors**

**Section 1:** A Board of Directors (Board) shall govern the Honolulu Chapter. The Board shall be responsible for carrying out the purposes and objectives of this non-profit corporation.

**Section 2:** The Board shall consist of the Directors of the Honolulu Chapter.

**Section 3:** The Board shall exercise all powers of the Honolulu 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 Honolulu Chapter business and funds.

**Section 4:** The Board shall meet at the call of the Chapter President, or at the written request of three (3) members of the Board directed to the Chapter President and/or the Chapter President-Elect. 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. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted using parliamentary procedures.

**Section 5:** The Board of Directors by a two-thirds (2/3) vote may declare a Director position to be vacant if the Director fails to attend two (2) consecutive Board meetings. If a Director ceases to be a member in good standing of PMI® or of the Honolulu Chapter by reason of non-payment of dues, the Board of Directors shall declare the Director position to be vacant. A Director may resign by submitting written notice to the Chapter President (a Chapter President resigning would submit the written notice to the President-Elect). 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:** A Director may be removed from office for just cause. Removal of a Director requires either a two-thirds (2/3) vote of the Honolulu Chapter members using ballot voting, or a two-thirds (2/3) vote of the Board.

**Section 7:** If any Director position becomes vacant, the Board may appoint a successor to fill that office for the unexpired portion of the term. In the event the Chapter President is unable or unwilling to complete the current term of office, the President-Elect shall assume the duties and office of the Chapter President for the remainder of the term.

## **Article VI – Nominations and Elections**

**Section 1:** The nomination and election of Directors shall be conducted annually in accordance with the terms of office. Voting for Chapter Directors will be by ballot. All Honolulu Chapter members in good standing 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 the election, and shall hold office until December 31 of the following year. The Honolulu Chapter election process and timeline are described in the Chapter Operations Manual.

**Section 3:** A person may not hold two Chapter Board positions at the same time. The only exception is if the Chapter President resigns, in which case the President-Elect will hold both offices (but only has one vote). In the event a candidate is not identified for a specific office, the office will remain vacant from January 1 until such time a new Director is appointed by the incoming Board of Directors, as outlined in Article V, Section 7.

**Section 4:** The President, with the approval of the Board, shall appoint three Honolulu Chapter members in good standing to the Nominations & Election Committee, which is responsible for managing the Chapter election. The President will nominate one of these three members to act as chair of this committee. Ballots shall be counted by the Nominations and Election Committee or tellers designated by the Board.

**Section 5:** No member of the Nominations & Election Committee shall be included in the slate of nominees. The Committee shall establish criteria for the selection of nominees, which shall include at a minimum:

- Member in good standing with PMI® and the Honolulu Chapter
- Willingness to devote time and effort as a Director of the Honolulu Chapter
- Experience in the field of project management
- Previous experience on PMI® committees or as a Chapter or International Director

## **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:** The Chapter President, with the approval of the Board, shall appoint all committee members including the chairperson for each committee. Committee members may be appointed from the membership of the organization.

## **Article VIII - Finance**

**Section 1:** The fiscal year of the Chapter shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

**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 annual 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 may be held at a date and location to be determined by the Board and in conjunction with the annual installation of new Directors in the Chapter.

**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. The Chapter shall meet at least three times a year, in addition to the annual business meeting. The Chapter should strive to hold monthly meetings.

**Section 3:** The Board shall send notice of all annual and special meetings to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

**Section 4:** A quorum at all annual and special meetings of the Chapter shall be a minimum of ten percent (10%) of the voting membership, in good standing and present in person.

**Section 5:** All meetings shall be conducted according to parliamentary procedures.

## **Article X – Inurement and Conflict of Interest**

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

**Section 2:** No 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 Chapter of actual and reasonable expenses incurred by a Director, committee member, or authorized representative regarding attendance at Board meetings and other approved activities.

**Section 3:** The Honolulu Chapter may engage in contracts or transactions with members, elected Directors of the Board, appointed committee members or authorized Chapter representatives and any corporation, partnership, association or other organization in which one or more of the Chapter's Directors, appointed committee members or authorized representatives are: directors or Directors, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Honolulu Chapter Board prior to commencement of any such contract or transaction;
- The Honolulu Chapter 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;
- The contract or transaction is fair to the Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Chapter is incorporated at the time the contract or transaction is authorized, approved, or ratified by the board of directors.

**Section 4:** All Directors, appointed committee members, and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to the Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

**Section 5:** All Directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the 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:** To the extent permitted by applicable law, the Chapter may purchase and maintain liability insurance on behalf of any person who is or was a Director, employee, trustee, agent or authorized representative of the Chapter, or is or was serving at the request of the Chapter as a Director, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

**Section 2:** In the event that any person who is or was a Director, committee member, or authorized representative of the Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the 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 3:** 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.

## **Article XII- Amendments**

**Section 1:** These bylaws may be amended by a two thirds (2/3) vote of the Chapter members in good standing present at a business meeting of the Chapter duly called and regularly held. These bylaws may also be amended by a two thirds (2/3) vote of the Chapter members (those responding) in good standing by ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

**Section 2:** Amendments to these bylaws may be proposed by the Board on its own initiative, or upon petition to the Board by ten percent (10%) of the voting members in good standing. Any such proposed amendment shall be presented to the Chapter members for voting. The Chapter Board may provide a recommendation on the proposed amendments.

**Section 3:** All amendments must be consistent with PMI<sup>®</sup> Bylaws and the policies, procedures, rules, and directives established by the PMI<sup>®</sup> Board of Directors, as well as with the Chapter's Charter with PMI<sup>®</sup>.

## **Article XIII – Dissolution**

**Section 1:** Should the 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.