

**BYLAWS OF THE PROJECT MANAGEMENT INSTITUTE  
SACRAMENTO VALLEY CHAPTER, Inc.  
(PMI-SVC, Inc.)**

**Version 5.1**

**Last Revised: 07/13/2026**

**Article I – Name, Principal Office, Other Offices.**

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Sacramento Valley Chapter (hereinafter “PMI-SVC”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, tax-exempt corporation organized under the laws of CALIFORNIA. All chapters formed within the United States must be incorporated as 501(c) (6) organizations.

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

Section 3. Principal Office, Other Offices.

The principal office of PMI-SVC shall be located in the COUNTY of SACRAMENTO in the STATE of CALIFORNIA. PMI-SVC may have other offices such as branch offices as designated by the PMI-SVC Board of Directors.

**Article II – Relationship to PMI®**

Section 1. PMI-SVC is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® bylaws, policies, procedures, rules and directives lawfully adopted.

Section 2. The bylaws of PMI-SVC may not conflict with the current PMI® bylaws, chapter guidelines, policies, procedures, rules or directives established or authorized by PMI® nor with the PMI-SVC’s charter with PMI®.

Section 3. The terms of the charter executed between PMI-SVC 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, PMI-SVC shall be governed by and adhere to the terms of the charter.

**Article III – Purpose and Limitations of PMI-SVC.**

Section 1. Purpose of PMI-SVC.

- A. General Purpose. PMI-SVC has been founded as a 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 PMI-SVC and PMI® and these bylaws, the purpose of PMI-SVC 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 the 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.
  - f. Creating networking opportunities
  - g. Supporting professional development.

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**Section 2. Limitations of PMI-SVC.**

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

**Article IV – PMI-SVC Membership.**

**Section 1. General Membership Provisions.**

- A. Membership in PMI-SVC requires membership in PMI®. PMI-SVC shall not accept as members any individuals who have not been accepted as PMI® members.
- B. 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.
- C. Members shall be governed by and abide by the PMI® bylaws and by the bylaws of PMI-SVC and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Conduct.
- D. All members shall pay the required PMI® and Sacramento Valley 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 PMI-SVC.
- E. Membership in PMI-SVC shall terminate upon the member's resignation, failure to pay dues, or expulsion from membership for just cause.
- F. Members who fail to pay the required dues when due shall be delinquent and their names removed from the official membership list of the PMI-SVC. A delinquent member may be reinstated by payment in full of all unpaid dues plus the applicable application fee for PMI and the PMI-SVC to PMI.
- G.
- H. Upon termination of membership in PMI-SVC, the member shall forfeit any and all rights and privileges of membership.
- I. All PMI-SVC members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all PMI-SVC members meeting the qualifications are eligible to run for and hold a PMI-SVC elected position.

**Section 2. Classes and Categories of Members.** PMI-SVC shall not create its own membership categories. PMI-SVC membership categories shall be consistent with PMI® membership categories.

**Article V – PMI-SVC Board of Directors:**

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Section 1. PMI-SVC 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.

Section 2. The chapter shall have eight elected officers and one appointed officer to serve in the following positions:  
President & Chief Executive Officer (CEO)

Vice President – Finance

Vice President – Member Relations

Vice President – Operations

Vice President – Marketing & Communications

Vice President – Career Development

Vice President – Events

Vice President – Programs

Chief Strategy Officer (CSO) – (Non-voting board role)

Section 3. The Board shall consist of the officers of PMI-SVC listed above and shall be members in good standing of PMI® and of PMI-SVC. One board position, The Chief Strategy Officer, requires special expertise and will be appointed by the eight elected board members at their discretion. Terms of office for the officers shall be two years, limited to two consecutive terms in the same position, and no more than four consecutive terms on the Board in general. However, if an individual has been appointed by the Board to fill a vacant Board office for the remainder of a term, that period shall not be considered as a “term” subject to the limitations outlined in the previous sentence. The elected positions are staggered so that four positions are elected each year as determined by the Board.

Section 4. The President shall be the chief executive officer for PMI-SVC 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 Board of Directors’ Election Project Team. The President is expected to fulfill all the duties included in the chapter’s job description for the position.

Section 5. The Vice President of Operations shall be responsible for preparing, maintaining, recording, and circulating records, minutes of business and board meetings, bylaws, legal documents, and related affairs of the chapter. Shall oversee and provide guidance on the advancement of the chapter’s technology in accordance with chapter policies and bylaws, as well as be the subject matter expert for troubleshooting technology issues on behalf of the board members. The Vice President of Operations is expected to fulfill all the duties included in the chapter’s job description for the position.

Section 6. The Vice President of Events shall be responsible for the planning, organizing and execution of chapter in-person, online and/or hybrid events. The events would be inclusive of, but not limited to, chapter forums, networking meetings, Project of The Year and Professional Development Day events. The Vice President of Events is expected to fulfill all the duties included in the chapter’s job description for the position.

Section 7. The Vice President of Programs shall be responsible for PMI supported and endorsed external programs. The programs would be inclusive of, but not limited to, Academic Outreach, EF Liaison, Military Outreach and the chapter’s Grants and Scholarship programs. The Vice President of Programs is expected to fulfill all the duties included in the chapter’s job description for the position.

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Section 8. Vice President of Career Development will be responsible for the development and coordination of project management educational programs and courses inclusive of, but not limited to the oversight of the PMI® Certification Exams through ATP's , project management related seminars and webinars. The office may provide information to members about PMI® certification and recertification, and direction for reporting to PMI® headquarters Professional Development Units (PDUs) sponsored by the chapter. The Vice President of Career Development is expected to fulfill all the duties included in the chapter's job description for the position.

Section 9. The Vice President of Member Relations will be responsible for development of the chapter's membership base. The office will develop and implement programs to support the chapter's goals and objectives to grow, sustain, and retain membership in accordance with chapter policies and Chapter and PMI Bylaws. The Vice President of Member Relations is expected to fulfill all the duties included in the chapter's job description for the position.

Section 10. The Vice President – Marketing & Communications shall be responsible for approval of all marketing material in accordance with the Board established standards and PMI® Marketing policies. The office shall provide marketing strategy and direction and is responsible for developing marketing, corporate relations and communication programs in accordance with Chapter and PMI bylaws and Chapter and PMI policies. The Vice President of Marketing & Communications is expected to fulfill all the duties included in the chapter's job description for the position.

Section 11. The Vice President of Finance shall oversee the management of funds for duly authorized purposes of PMI-SVC. The Vice President of Finance shall also have the primary responsibility to perform all accounting functions including financial controls and processes, financial analysis and planning, and reporting on the chapter's financial affairs in accordance with chapter policies and bylaws. The Vice President of Finance is expected to fulfill all the duties included in the chapter's job description for the position.

Section 12. The Chief Strategy Officer supports the current board President with expertise in formulating a vision and strategy for the chapter under their leadership. The Chief Strategy Officer shall be responsible for the creation, advising, and maintenance of the chapter's Strategic Plan. The office shall fulfill the role of Project Management Office for chapter projects. The Chief Strategy Officer is expected to fulfill all the duties included in the chapter's job description for the position.

Section 13. The Board shall exercise all powers of PMI-SVC, except as specifically prohibited by these bylaws, the PMI® bylaws and policies, its charter with PMI®, and the laws of California. 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 PMI-SVC business and funds.

Section 14. 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 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. Board members are expected to attend all board meetings as well as a reasonable number of chapter-sponsored activities.

Section 15. The Board of Directors may, declare an officer position to be vacant where an officer 1) ceases to be a member in good standing of PMI® or of PMI-SVC by reason of non-payment of dues, or 2) where the officer fails to fulfill the duties of the office, or 3) where the officer fails to attend two (2) consecutive board meetings without prior agreement or knowledge of the other board members. An officer may resign by submitting written notice to the President or the Vice President of Operations. 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 16. 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 members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

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Section 17. If any board position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. Alternatively, the Board may call for a special election by the chapter's membership to fill the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Board will appoint a successor from the remaining elected officers. The appointed successor shall assume the duties and office of the presiding officer for the remainder of the term or until a special election is held and a new President is elected. Upon appointment as President, the successor's prior position will then be declared vacant and re-filled as per this section.

Section 18. Candidates for the Board's elected and appointed positions must be members in good standing of PMI® and of PMI-SVC. Candidates for the position of chapter President must have previously held a position on the Board of PMI, PMI-SVC, or on the board of another PMI® chapter. Candidates may be required to provide references from PMI-SVC chapter members or from members of another PMI® chapter. Candidates may also be subject to background and/or credit checks as required by the Board.

**Article VI – PMI-SVC 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, including Article IV, Sections 1 and 2, and Article V, Section 2 and this Article VI. All chapter members in good standing of PMI-SVC 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 Board of Directors' election and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Board of Directors' Election Project Team 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 Board of Directors' Election Project Team or the Board-Elections shall be conducted (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. Ballots shall be counted by the Board of Directors' Election Project Team or by tellers designated by the Board. Candidates for board positions can run for only one office per election cycle. The candidate who receives a majority of votes cast for each office shall be elected. In the case of a tie vote, the election will be decided by the method of "drawing lots electronically". A member in good standing of the chapter, who is not a board member, an officer, or a member of the Board of Directors' Election Project Team, will be recruited to draw the name.

Section 4. No member serving on the Board of Directors' Election Project Team during the current election year shall be included in the slate of nominees prepared by the project team.

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. The chapter shall not endorse a candidate or conduct organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate. The chapter Board of Directors' Election Project Team, or other applicable body designated by the chapter, will be the sole distributor(s) of all election materials for chapter elected positions.

**Article VII – PMI-SVC Program and Project Teams:**

Section 1. The Board may authorize the establishment of standing programs or project teams to advance the purposes of the organization.

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Section 2. The Board may authorize the establishment of standing forums to advance the purposes of the organization. Forums provide opportunities for members to attend formal and informal presentations on common areas of interest and to participate in conversations and discussions related to project management.

Section 3. The Board may require a charter for each program or project that defines its purpose, authority, and outcomes, and shall provide the original charter to the Vice President of Chapter Operations.

Section 4. The Board may name forum chairs, project leads, directors, and other positions as needed to achieve PMI-SVC's mission. The roles of forum chair, project lead, directors, or other positions shall be limited to chapter members in good standing and appointed by the leads of the department.

Section 5. Program and project teams are responsible to the project sponsor and board officer who provides oversight to the project.

**Article VIII – PMI-SVC Finance:**

Section 1. The fiscal year of PMI-SVC shall be from 1, January to 31, December.

Section 2. Sacramento Valley Chapter annual membership dues will be agreed upon between PMI and the PMI-SVC's Board of Directors and communicated in accordance with policies and procedures established by PMI®.

Section 3. The PMI-SVC Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities. The chapter finances shall be managed according to the following principles and practices:

- A. Chapter financial records shall be kept according to the cash basis of accounting and with Generally Accepted Accounting Practices (GAAP) for nonprofit corporations as defined by the Financial Accounting Standards Board.
- B. The Board shall approve fees and define billing and collection procedures for chapter sponsored events.

Section 4. All dues' billings, dues collections and dues disbursements shall be performed by PMI®.

**Article IX – Meetings of the Membership:**

Section 1. The Board of Directors shall schedule membership business meetings as necessary to facilitate the conduct of chapter business. The Board shall arrange and conduct an annual membership business meeting 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. A quorum at annual and special meetings of the PMI-SVC shall be those members in good standing, present, and in person.

Section 3. Special business 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 regular membership directed to the Board. 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 special membership business meetings may be limited to those agenda items contained in the notice of the meeting, and be conducted in accordance with procedures determined by the board.

Section 4. Members or groups of members may meet under the name of the chapter at any time or place provided the following conditions are met:

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- A. Written notification, including time, place, agenda and names of principal speakers are forwarded to the VP of Operations for record purposes three days prior to the meeting date. Written notification shall be extended to the entire membership via the chapter's website and/or newsletter unless the matter has been conferred to a project team.
- B. Any presentation or documentation used or distributed in connection with the meeting and carrying the name of the chapter shall be submitted for approval and approved by the Board prior to its distribution or use.
- C. Within a reasonable time after the meeting, the sponsor, or project team, will provide a written report to the VP of Operations outlining the activities of the meeting.

Note that this section does not apply to working meetings of project teams in the normal course of advancing their project. Nor does it apply to the regularly scheduled meetings of the PMI-SVC authorized forums.

Section 5. The Board shall arrange professional meetings as it deems necessary to support the purpose of the chapter. The Board shall make every reasonable effort to arrange at least four membership meetings every year. The Board shall decide the meeting times and locations.

Section 6. The Board shall have the power and responsibility, including the right to initiate legal action, to prevent the use of the chapter name in connection with any meeting or activity that does not further the purposes of the chapter and PMI<sup>®</sup>, and is not in accordance with Section 4 above.

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

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

Section 2. No officer, director, appointed committee member or authorized representative of PMI-SVC shall receive any compensation, or other tangible or financial benefit for service on the board. However, the Board may authorize payment by PMI-SVC of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at board meetings and other authorized activities.

Section 3. PMI-SVC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI-SVC and any corporation, partnership, association or other organization in which one or more of PMI-SVC'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 PMI-SVC and complies with the laws and regulations of the applicable jurisdiction in which PMI-SVC 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 PMI-SVC shall act in an independent manner consistent with their obligations to PMI-SVC and applicable law, regardless of any other affiliations, memberships, or positions.

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Section 5. All officers, directors, appointed forum chairs, project leads, team members, and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which PMI-SVC 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 PMI-SVC, acting in good faith and in a manner reasonably believed to be in the best interests of PMI-SVC, 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 State of California. 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, PMI-SVC 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 PMI-SVC, or is or was serving at the request of PMI-SVC 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. Chapter members may propose amendments or changes to these bylaws. The Board shall promptly submit all accepted proposals to the chapter membership for a vote in accordance with Section 2. Proposals may be accepted given either of the following conditions:

- A. The majority vote of the board taken at an actual meeting thereof, or
- B. A petition signed by 10% of the chapter's members.
- C. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 2. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMI-SVC 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 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 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 PMI-SVC charter with PMI®.

Section 4. The Board shall have the authority to interpret these bylaws.

Section 5. The Vice President of Operations shall report any additions or changes to these bylaws to the membership by electronic mail and the Chapter's website.

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Section 6. If any portion of these bylaws shall be invalid or inoperative as determined by the Board, then, so far as reasonable, the remainder of the bylaws shall be considered valid and operative.

**Article XIII – Dissolution:**

Section 1. In the event that PMI-SVC 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 PMI-SVC charter and require the chapter to seek dissolution.

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

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

Section 4. Should PMI-SVC dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership of the chapter 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.

**Article XIV – Effective Date**

Section 1. Upon approval of the PMI-SVC Board, PMI Global, and the membership of the Chapter, these bylaws will become effective.

Approved By PMI Global

Date: 7/13/2026

Approved By PMI-SVC Board of Directors

Date: 3/12/2026

Approved By PMI-SVC Membership

Date: