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

Section 1. This organization shall be called the Project Management Institute, Keystone Chapter (hereinafter “the Keystone 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 organized under the laws of Pennsylvania.

Section 2. The principal office of the Keystone Chapter shall be located in York in the Commonwealth of Pennsylvania.

Section 3. The Keystone 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 Keystone Chapter shall meet all legal requirements in the jurisdiction in which the Keystone Chapter conducts business or is incorporated.

Section 5. The bylaws of the Keystone 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 Keystone Chapter’s Charter with PMI®.

Section 6. The terms of the Charter executed between the Keystone 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 Keystone Chapter are to educate its members, promote the sharing and exchange of, and assist in carrying out the objectives of PMI® related to developing professionalism in project management.

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 Keystone Chapter requires membership in PMI®. The Keystone 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. Members in good standing of the Keystone Chapter shall have voting rights. All members in good standing are eligible for any elected position except President. To be eligible to be nominated for President, the member must have previously served on the Keystone Chapter Board of Directors and/or have served as a regional appointment.

Section 4. Members shall be governed by and abide by the PMI® Bylaws and by the bylaws of the Keystone Chapter and all policies, procedures, rules and directives lawfully made thereunder.

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 Keystone Chapter.

Section 6. Membership in the Keystone 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 Keystone Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the Keystone Chapter to PMI®.

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

Article IV – Officers:

Section 1. The Keystone Chapter shall have six elected officers to serve in the following positions: President, Vice President, Secretary, Treasurer, Membership Director, and Director of Professional Development. All officers shall be members in good standing of PMI® and of the Keystone Chapter. The officers will serve two-year terms of office, staggered so that three officers are elected each year. The Keystone Chapter shall also have the following Directors-at-Large who do not have voting rights: Immediate Past President, Web Master, Directors of Programs (Lehigh Valley Region and Susquehanna Regions), and Directors of

Public Relations Programs (Lehigh Valley Region and Susquehanna Regions).

Section 2. The President shall be the chief executive officer for the Keystone 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. The President shall be elected in even years.

Section 3. The Vice President shall preside at Chapter meetings and meetings of the Board of Directors in the absence of the President. The Vice President shall work with the President to perform all acts required or authorized by the bylaws and shall have such other powers and duties as assigned by the Board. The Vice President shall be responsible for publishing the Chapter newsletter. The Vice President shall be elected in even years.

Section 4. The Secretary shall keep the records of all business meetings of the Keystone Chapter and meetings of the Board. The Secretary will be elected in odd years.

Section 5. The Treasurer shall oversee the management of funds for duly authorized purposes of the Keystone Chapter. The Treasurer will be elected in odd years.

Section 6. The Membership Director shall keep the official list of members, clearly indicating those entitled to vote, and shall actively work to gain new membership for the Chapter. The Membership Director shall be responsible for maintaining an accurate mailing list of current and potential Chapter members, and for production and distribution of materials to individuals on that list. The Membership Director will be elected in even years.

Section 7. The Director of Professional Development shall oversee the development of training classes and relationships with educational institutions. The Director of Professional Development shall oversee the efforts of the regional Directors of Programs. The Director of Professional Development will be elected in odd years.

Section 8. The Immediate Past President shall be an advisor to the elected Board members.

The Immediate Past President shall serve a two-year term that begins upon conclusion of his/her term as President.

Section 9. The Directors of Programs shall be responsible for arranging speakers for the regularly scheduled meeting within their respective region. The President with the approval of the Board will appoint the Directors of Programs.

Section 10. The Directors of Public Relations shall be responsible for promoting the Chapter to local industries, government agencies, and educational institutions within their respective region. The President with the approval of the Board will appoint the Directors of Programs.

Section 11. The Web Master shall be responsible for maintaining and updating the Chapter web site. The President with the approval of the Board will appoint the Web Master.

Article V – Board of Directors:

Section 1. The Keystone 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 organization.

Section 2. The Board shall consist of the officers of the Keystone Chapter. Non-voting members of the Board shall be the Immediate Past President, and other Directors-at-Large as appointed by the officers.

Section 3. The Board shall exercise all powers of the Keystone 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 Keystone 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 Secretary. A quorum shall consist of no less than one-half of the voting membership of the Board at any given time. Each voting 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 shall 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 Keystone Chapter by reason of non-payment of dues, or where the officer or Director-at-Large fails to attend two (2) consecutive Board meetings. An officer or Director-at-Large may resign by submitting written notice to the Secretary. 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 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 7: If any officer or Director-at-Large position becomes vacant, the Board may appoint a successor to fill the office for the un-expired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Vice President shall assume the duties and office of the presiding officer for the remainder of the term.

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 Keystone 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 by transmitting a ballot to all voting members in good standing by any method permitted by applicable law, including but not limited to mail, telephonic or electronic processes. 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 Keystone 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 45 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 Keystone 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 Keystone Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Keystone Chapter except as otherwise provided by these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the Keystone Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Keystone 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. The Keystone Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the Keystone Chapter and any corporation, partnership, association or other organization in which one or more of the Keystone 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 the Keystone Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Keystone 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 Keystone Chapter shall act in an independent manner consistent with their obligations to the Keystone Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, directors, regional appointments, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Keystone Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Article XI - Indemnification:

Section 1. In the event that any person who is or was an officer, director, regional appointment, committee member, or authorized representative of the Keystone Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Keystone 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 again reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the Keystone 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 Keystone Chapter, or is or was serving at the request of the Keystone Chapter as a director, officer, regional appointment, 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 Keystone Chapter duly called and

regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by a ballot transmitted by any method permitted by applicable law, including but not limited to mail, telephonic or electronic processes returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least forty-five (45) days before such meeting or vote.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

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

Article XIII – Dissolution:

Section 1. Should the Keystone 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.