



Building professionalism in project management.™

Project Management Institute
Houston Chapter, Inc.

Project Management Institute – Houston Chapter, Inc. BYLAWS

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Houston Chapter, Inc. (hereinafter the “HOUSTON CHAPTER”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a 501(c)(6) non-profit, tax exempt corporation organized under the laws of the STATE OF TEXAS.

Section 2. The HOUSTON CHAPTER shall meet all legal requirements in the jurisdiction(s) in which the HOUSTON CHAPTER conducts business and is incorporated.

Section 3. Principal Office; Other Offices.

The principal office of the HOUSTON CHAPTER shall be located in the Houston Metropolitan Statistical Area in the State of Texas of the United States of America. The HOUSTON CHAPTER may have other offices such as Branch offices as designated by the HOUSTON CHAPTER Board of Directors.

Article II – Relationship to PMI®.

Section 1. The HOUSTON 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 2. The Bylaws of the HOUSTON CHAPTER may not conflict with the current PMI® Bylaws and all policies, procedures, rules or directives established or authorized by PMI® as well as with the HOUSTON CHAPTER’S Charter Agreement with PMI®, dated October 6, 2001.

Section 3. The terms of the Charter Agreement executed between the HOUSTON CHAPTER 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 Agreement and the terms of these Bylaws, the HOUSTON CHAPTER shall be governed by and adhere to the terms of the Charter Agreement.

Article III – Purpose and Limitations of the HOUSTON CHAPTER.

Section 1. Purpose of the HOUSTON CHAPTER.

- A. General Purpose. The HOUSTON CHAPTER has been founded as a 501(c)(6) non-profit, tax exempt corporation chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in the Houston Metropolitan Statistical Area in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter Agreement executed between the HOUSTON CHAPTER and PMI® and these Bylaws, the purposes of the HOUSTON CHAPTER 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.

Section 2. Limitations of the HOUSTON CHAPTER.

- A. General Limitations. The purposes and activities of the HOUSTON CHAPTER shall be subject to limitations set forth in the Charter Agreement, these Bylaws, and conducted consistently with the HOUSTON CHAPTER'S Articles of Incorporation.
- B. The membership database and listings provided by PMI® to the HOUSTON CHAPTER may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the HOUSTON CHAPTER, 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 the HOUSTON CHAPTER 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 – HOUSTON CHAPTER Membership.

Section 1. General Membership Provisions.

- A. Membership in the HOUSTON CHAPTER requires membership in PMI®. The HOUSTON CHAPTER shall not accept as members any individuals who have not been accepted as PMI® members. 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.
- B. Members shall be governed by and abide by the PMI® Bylaws and by these Bylaws of the HOUSTON CHAPTER and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Ethics and Professional Conduct.
- C. All members shall pay the required PMI® and HOUSTON 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 the HOUSTON CHAPTER.
- D. Membership in the HOUSTON CHAPTER shall terminate upon the member's resignation, failure to pay dues or expulsion from membership in PMI® or the HOUSTON CHAPTER for just cause.
- E. Members who fail to pay the required dues when due shall be delinquent for a period of two (2) months and their names removed from the official membership list of the HOUSTON CHAPTER. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the HOUSTON CHAPTER to PMI® within such two (2) month delinquent period.
- F. Upon termination of membership in the HOUSTON CHAPTER, the member shall forfeit any and all rights and privileges of membership.
- G. Any person shall be eligible to volunteer and assist the HOUSTON CHAPTER (i.e. such as a Committee member or Director reporting to a member of the Board of Directors), but shall NOT be eligible for any rights or privileges of membership solely by virtue of volunteering.
- H. Only members in good standing are eligible to vote on matters concerning the HOUSTON CHAPTER.
- I. Only members in good standing are eligible for nomination to hold office on the Board of Directors of the HOUSTON CHAPTER.
- J. Only members in good standing who hold the Project Management Professional (PMP®) credential are eligible to hold office on the Board of Directors of the HOUSTON CHAPTER.
- K. Only members in good standing who hold the Project Management Professional (PMP®) credential, having served the HOUSTON CHAPTER for a minimum of one (1) elected term of two (2) years or equivalent appointment (i.e. in the event an elected Board of Directors member is not capable of fulfilling his/her duties), are eligible to hold the office of Senior Vice President – Internal Operations.
- L. Only members in good standing who hold the Project Management Professional (PMP®) credential, having served the HOUSTON CHAPTER for a minimum of one (1) elected term of two (2) years or equivalent appointment (i.e. in the event an elected Board of Directors

member is not capable of fulfilling his/her duties), AND served the HOUSTON CHAPTER for one (1) term as the Senior Vice President – Internal Operations or equivalent appointment (i.e. in the event the Senior Vice President – Internal Operations is not capable of fulfilling his/her duties), are eligible to hold the office of Senior Vice President – External Operations.

- M. Only members in good standing who hold the Project Management Professional (PMP®) credential, having served the HOUSTON CHAPTER for a minimum of one (1) elected term of two (2) years or equivalent appointment (i.e. in the event an elected Board of Directors member is not capable of fulfilling his/her duties), AND served the HOUSTON CHAPTER for one (1) term as the Senior Vice President – Internal Operations or equivalent appointment (i.e. in the event the Senior Vice President – Internal Operations is not capable of fulfilling his/her duties), AND served the HOUSTON CHAPTER for one (1) term as the Senior Vice President – External Operations or equivalent appointment (i.e. in the event the Senior Vice President – External Operations is not capable of fulfilling his/her duties), are eligible to hold the office of President.
- N. Only members in good standing who hold the Project Management Professional (PMP®) credential, having served the HOUSTON CHAPTER for a minimum of one (1) elected term of two (2) years or equivalent appointment (i.e. in the event an elected Board of Directors member is not capable of fulfilling his/her duties), AND served the HOUSTON CHAPTER for one (1) term as the Senior Vice President – Internal Operations or equivalent appointment (i.e. in the event the Senior Vice President – Internal Operations is not capable of fulfilling his/her duties), AND served the HOUSTON CHAPTER for one (1) term as the Senior Vice President – External Operations or equivalent appointment (i.e. in the event the Senior Vice President – External Operations is not capable of fulfilling his/her duties), AND served the HOUSTON CHAPTER for one (1) term as the President or equivalent appointment (i.e. in the event the President is not capable of fulfilling his/her duties), are eligible to hold the office of Past President.

Section 2. Classes and Categories of Members. The HOUSTON CHAPTER shall not create its own membership categories. PMI® Component membership categories shall be consistent with PMI® membership categories.

Article V – HOUSTON CHAPTER Board of Directors:

Section 1. The HOUSTON CHAPTER shall be governed by a Board of Directors (hereinafter the “BOARD”). The BOARD shall be responsible for carrying out the purposes and objectives of the 501(c)(6) non-profit, tax exempt corporation.

Section 2. The BOARD shall consist of the Past President, President, Senior Vice President – External Operations, Senior Vice President – Internal Operations, Vice President – Financial Affairs, Vice President – Communications, Vice President – E-business, Vice President – Marketing, Vice President – Membership, Vice President – Professional Development, and Vice President – Programs and shall be members in good standing of PMI® and of the HOUSTON CHAPTER.

Section 3. Terms of office for the Vice President Officers shall be two (2) years and limited to two (2) consecutive terms; the offices staggered so that the Vice Presidents of Financial Affairs, Communications, Professional Development, and Programs are elected each odd number year and the Vice Presidents of E-business, Marketing, and Membership are elected each even numbered year. Terms of office for the Past President, President, Senior Vice President – External Operations, and Senior Vice President – Internal Operations shall be one (1) year and not permitted to serve in consecutive terms or consecutive successions (i.e. the most recent Past-President is not eligible for appointment to the office of Senior Vice President – Internal Operations).

Section 4. Long Range Planning Committee (see Article VII, Section 3) shall nominate a qualified candidate for Senior Vice President – Internal Operations (see Article IV, Section 1, Subsection K) and, if in agreement, the President shall appoint such candidate in January of each year upon a vote of confidence by a majority of the BOARD. In January of each year, the previous Senior Vice President –

Internal Operations shall succeed to the office of Senior Vice President – External Operations. In January of each year, the previous Senior Vice President – External Operations shall succeed to the office of President. In January of each year, the previous President shall succeed to the office of Past President.

Section 5. The Past President shall be the Chairperson of the Chapter Advisory Committee (see Article VII, Section 4). The Past President shall also perform the duties and responsibilities as described within the Chapter Structure Definition.

Section 6. The President shall be the Chief Executive Officer for the HOUSTON CHAPTER and Chairperson 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 (see Article VI, Section 3). The President shall also perform the duties and responsibilities as described within the Chapter Structure Definition.

Section 7. The Senior Vice President – External Operations shall be responsible for the external offices of the Vice President – Communications, Vice President – E-business, and Vice President – Marketing. The Senior Vice President – External Operations shall also perform the duties and responsibilities as described within the Chapter Structure Definition.

Section 8. The Senior Vice President – Internal Operations shall be responsible for the internal offices of the Vice President – Membership, Vice President – Professional Development, and Vice President – Programs. The Senior Vice President – Internal Operations shall also keep the records of all business meetings of the HOUSTON CHAPTER and meetings of the BOARD. The Senior Vice President – Internal Operations shall also perform the duties and responsibilities as described within the Chapter Structure Definition.

Section 9. The Vice President – Financial Affairs shall oversee the management of funds for duly authorized purposes of the HOUSTON CHAPTER. The Vice President – Finance shall also perform the duties and responsibilities as described within the Chapter Structure Definition.

Section 10. The Vice President – Communications shall oversee all communications of the HOUSTON CHAPTER. The Vice President – Communications shall also perform the duties and responsibilities as described within the Chapter Structure Definition.

Section 11. The Vice President – E-business shall oversee the web site of the HOUSTON CHAPTER. The Vice President – E-business shall also perform the duties and responsibilities as described within the Chapter Structure Definition.

Section 12. The Vice President – Marketing shall oversee inducing the public to have understanding of and goodwill towards the HOUSTON CHAPTER. The Vice President – Marketing shall also perform the duties and responsibilities as described within the Chapter Structure Definition.

Section 13. The Vice President – Membership shall oversee the needs of the members of the HOUSTON CHAPTER. The Vice President – Membership shall also perform the duties and responsibilities as described within the Chapter Structure Definition.

Section 14. The Vice President – Professional Development shall oversee the training and courses provided by the HOUSTON CHAPTER. The Vice President – Professional Development shall also perform the duties and responsibilities as described within the Chapter Structure Definition.

Section 15. The Vice President – Programs shall oversee the general monthly meetings provided by the HOUSTON CHAPTER. The Vice President – Programs shall also perform the duties and responsibilities as described within the Chapter Structure Definition.

Section 16. The BOARD may create Director and Director at Large positions from time to time as per the Chapter Structure Definition. These positions are restricted per the provisions located in Article IV, Section 1. Furthermore, these positions are NOT permitted to vote at any BOARD meeting.

Section 17. The BOARD shall exercise all powers of the HOUSTON CHAPTER, except as specifically prohibited by these Bylaws, the PMI® Bylaws and policies, its Charter Agreement with PMI®, and the laws of the jurisdiction in which the organization is incorporated. 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 HOUSTON CHAPTER business and funds.

Section 18. 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 (½) 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 or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures as documented in the latest edition of *Robert's Rules of Order Newly Revised (RONR)*.

Section 19. The Board of Directors shall declare an officer, Director, or Director at Large position to be vacant where an officer, Director, or Director at Large ceases to be a member in good standing of PMI® or of the HOUSTON 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 President, Senior Vice President – External Operations, or Senior Vice President – Internal 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 20. 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 21. If any Vice Presidential office or Director at Large position becomes vacant, the President may appoint a successor, with the approval of a majority of the BOARD, 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 Senior Vice President – External Operations shall assume the duties and office of the presiding officer for the remainder of the term. In the event the Senior Vice President – External Operations is unable or unwilling to complete the current term of office, the Senior Vice President – Internal Operations shall assume the duties and office of the Senior Vice President – External Operations for the remainder of the term. In the event the Senior Vice President – Internal Operations is unable or unwilling to complete the current term of office, the Long Range Planning Committee shall nominate a qualified candidate (see Article IV, Section 1, Subsection K) and, if in agreement, the President shall appoint such candidate upon a vote of confidence by a majority of the BOARD.

Article VI – HOUSTON CHAPTER 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, Sections 2 and 3. All voting members in good standing of the HOUSTON 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. Candidates who are elected shall immediately become non-voting guests of the BOARD and will serve as “understudies” of the officers they are to succeed.

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. The Nominating Committee shall be chaired by the Past President, and consist of a minimum of two members appointed by the Past President. Candidates for BOARD positions may also be nominated by a petition process established by the Nominating Committee or the BOARD. Elections shall be conducted by electronic vote in compliance with the legal jurisdiction. 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.

Section 5. In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or the Component may be used to support the election of any candidate or group of candidates for PMI®, Component 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 Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

Article VII – HOUSTON CHAPTER 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. Committee members shall be appointed from the membership of the organization, with the sole exception being the Market Advisory Committee (see Article VII, Section 5). The HOUSTON CHAPTER officers and/or Directors can serve or be on the HOUSTON CHAPTER Committees, unless it specifically is restricted by these Bylaws.

Section 2. All committee members and a chairperson for each committee shall be appointed by the appropriate officer of the BOARD with the notification to the BOARD (i.e. organization chart), except where explicitly stated herein.

Section 3. The Long Range Planning Committee shall be responsible for the HOUSTON CHAPTER'S 3+ year strategic goals and initiatives that cross Vice Presidential responsibility boundaries. The Long Range Planning Committee shall consist of the Past President, President, Senior Vice President – External Operations, and Senior Vice President – Internal Operations. The Senior Vice President – External Operations shall be the chairperson for the Long Range Planning Committee. The Long Range Planning Committee shall perform the duties and responsibilities as described within the Chapter Structure Definition.

Section 4. The Chapter Advisory Committee shall be responsible for advising the current chapter leadership in past practices to retain the knowledge of past administrations. The Chapter Advisory Committee shall consist of former Presidents of the HOUSTON CHAPTER and be chaired by the most recent Past President. The Chapter Advisory Committee shall perform the duties and responsibilities as described within the Chapter Structure Definition.

Section 5. The Market Advisory Committee shall be responsible for advising the current chapter leadership in the needs and desires of the Houston Metropolitan Statistical Area Market with respect to the practice of project management. The Market Advisory Committee shall consist of senior level management or practitioners within industry, academia, and government served by the HOUSTON CHAPTER and will be chaired by the President. The Market Advisory Committee shall perform the duties and responsibilities as described within the Chapter Structure Definition.

Article VIII - HOUSTON CHAPTER Finance:

Section 1. The fiscal year of the HOUSTON CHAPTER shall be from 1 January to 31 December.

Section 2. The HOUSTON CHAPTER annual membership dues shall be set by the HOUSTON CHAPTER'S BOARD and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3. The HOUSTON CHAPTER 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. The BOARD shall send notice of all annual meetings 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. The BOARD shall send advance notice of all special meetings to those who will participate. 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 5. Quorum at all annual and special meetings of the HOUSTON CHAPTER shall be five percent (5%) of the voting membership in good standing, present and in person.

Section 6. All meetings shall be conducted in accordance with parliamentary procedures as documented in the latest edition of *Robert's Rules of Order Newly Revised (RONR)*.

Article X - Inurement and Conflict of Interest:

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

Section 2. No officer, director, appointed committee member or authorized representative of the HOUSTON CHAPTER shall receive any compensation, or other tangible or financial benefit for service on the BOARD. However, the BOARD may authorize payment by the HOUSTON 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 HOUSTON CHAPTER may engage in contracts or transactions with members, elected officers or directors of the BOARD, appointed committee members or authorized representatives of the HOUSTON CHAPTER and any corporation, partnership, association or other organization in which one (1) or more of HOUSTON 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 HOUSTON CHAPTER and complies with the laws and regulations of the applicable jurisdiction in which the HOUSTON 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 HOUSTON CHAPTER shall act in an independent manner consistent with their obligations to the HOUSTON CHAPTER and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the HOUSTON 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, committee member, or authorized representative of the HOUSTON CHAPTER, acting in good faith and in a manner reasonably believed to be in the best interests of the HOUSTON 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 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 HOUSTON 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 HOUSTON CHAPTER, or is or was serving at the request of the HOUSTON CHAPTER as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XII- Amendments:

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the HOUSTON CHAPTER 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 forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot, or by a two-thirds (2/3) vote of the BOARD at two (2) successive BOARD meetings. 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 HOUSTON CHAPTER'S Charter Agreement with PMI®.

Article XIII – Dissolution:

Section 1. In the event that the HOUSTON CHAPTER or its governing officers failed to act according to these Bylaws and the HOUSTON CHAPTER'S or all PMI® policies, procedures, and rules outlined in the Charter Agreement, PMI® has a right to dissolve the HOUSTON CHAPTER'S Charter Agreement.

Section 2. In the event the HOUSTON CHAPTER failed to deliver value to its members as outlined in HOUSTON CHAPTER'S business plan and without mitigated circumstance, the HOUSTON CHAPTER acknowledges that PMI® has a right to dissolve the HOUSTON CHAPTER'S Charter Agreement, as per the terms of the Charter Agreement.

Section 3. In the event the HOUSTON CHAPTER is considering dissolution of the HOUSTON CHAPTER, the HOUSTON CHAPTER'S members of the Board of Directors must notify PMI® in writing and follow the component dissolution procedure as defined in PMI®'s policy.

Section 4. Should the HOUSTON 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.