



Building professionalism in project management™

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**Project Management Institute**  
Healthcare Specific Interest Group

# Bylaws

October 2006  
Version V

## Bylaws of Healthcare Specific Interest Group

### Article I – Name and Relationship:

**Section 1.** This organization shall be called the Project Management Institute, Inc. Healthcare Specific Interest Group (SIG) (hereinafter “the SIG”). This organization is a SIG chartered by the Project Management Institute, Incorporated (hereinafter “PMI<sup>®</sup>”) and separately incorporated as a non-profit, tax-exempt corporation (or equivalent) organized under the laws of the State and Commonwealth of Pennsylvania.

**Section 2.** The SIG 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 3.** The principal office of the SIG shall be located in the City of Newtown Square, State of Pennsylvania, and United States of America.

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

**Section 5.** The Bylaws of the SIG may not conflict with PMI’s Bylaws and policies, procedures, rules or directives established or authorized by the PMI<sup>®</sup> Board of Directors as well as with the SIG’s Charter with PMI<sup>®</sup>.

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

### Article II - Purpose:

The SIG’s purpose is to enable effective deployment of healthcare resources by advancing professional project management practices through PMI<sup>®</sup>. concepts and methods.

- Support and advance the recognition of project management as a profession in the healthcare industry
- Create a supportive professional community and networking opportunities
- Leverage PMI<sup>®</sup> content and methods to promote membership growth and benefit.

### Article III - Membership:

**Section 1.** Membership in this SIG is voluntary and shall be open to any person interested in furthering the purposes of the organization without regard to race, creed, color, age, sex, marital status, national origin, religion, physical or mental disability.

**Section 2.** Membership in the SIG requires membership in PMI<sup>®</sup>. The SIG shall not accept as members any individuals who have not been accepted as PMI<sup>®</sup> members and shall not create its own membership categories.

**Section 3.** Regular and Retired Members shall have voting rights and shall be eligible to hold elected or appointed office in the SIG. Student Members shall not be entitled to vote or to hold elected or appointed office in the SIG.

**Section 4:** Members shall be governed by and abide by PMI® Bylaws and by the Bylaws of the SIG, and all policies, procedures, rules and orders lawfully made thereunder.

**Section 5:** All members shall pay both their PMI® and their SIG membership dues. Membership dues for members who resign their membership in PMI® or the SIG shall not be refunded.

**Section 6:** Membership in the SIG shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for dishonesty, fraud, or cause in connection with the affairs of the SIG.

**Section 7:** Except for failure to pay dues, no member shall be expelled from the SIG without fair due process. Expulsion shall require two-thirds vote of the SIG Board of Directors in accordance with the operating procedures of the Board.

**Section 8:** Members whose dues are one month in arrears are considered delinquent and their names will be removed from the official membership list of the SIG. A delinquent member may be reinstated by payment in full of all past dues for PMI® and the SIG to PMI®.

**Section 9:** Upon termination of membership in the SIG, any and all rights and privileges of membership, and any interest in the property or other assets of the SIG, shall be forfeited by the member.

**Section 10.** The PMI Healthcare SIG membership database and listing provided by PMI® may be used, upon authorization by membership, only for advertising or solicitations in connection with the authorized business of the SIG, consistent with PMI® policies. This list may not be used for commercial purposes, which are not related to the business of the SIG.

#### **Article IV – Officers:**

**Section 1.** The Officers of the SIG shall consist of a President/Chair, Vice President of Operations/Project Management, Secretary and Treasurer/Director of Finance. They will each serve a (one) year term. At the conclusion of the term, the outgoing President will serve as Immediate Past President (not an officer role). The Vice President of Operations/Project Management will become the new President. The Secretary will assume the role of Vice President of Operations/Project Management. The Treasurer is not part of the progression steps. However, if all other three positions become vacant simultaneously then the Treasurer will assume the role of President.

**Section 2.** The President/Chair shall be the chief executive officer for the SIG 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.

**Section 3.** The Vice President of Operations/Project Management shall manage those critical business objectives as chosen by the board to be projects, serving as the project manager. Also s/he

will serve to fulfill the role of President in the President's absence.

**Section 4.** The Secretary shall maintain and distribute (when necessary) the records of all business meetings of the SIG and meetings of the Board. S/he, shall work with each officer to communicate the goals and objectives of the SIG as authorized by these Bylaws. The Secretary will approve all documentation in the absence of the President.

**Section 5.** The Treasurer/Director of Finance shall oversee the management of funds for duly authorized purposes of the SIG, shall prepare the monthly account reconciliation report, annual budget, and shall present financial reports to the Board and an annual financial report to the membership.

**Article V – Board of Directors** (here in after referred to as the “Board”):

**Section 1.** The Board shall consist of the four officers, the past president and four additional directors of the SIG. The Board shall be responsible for carrying out the purposes and objectives of the SIG.

**Section 2.** The Board shall exercise all powers of the SIG, except as specifically prohibited by these Bylaws and PMI<sup>®</sup> Bylaws. 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<sup>®</sup> Bylaws, and to exercise authority over all SIG business and funds.

**Section 3.** The Board shall meet at the call of the President, or at the written request of three (3) Board members directed to the Secretary. 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. The meeting shall be conducted in accordance with parliamentary procedures determined by the Board.

**Section 4.** The four directors will be appointed by the President with approval by Board of Directors and will serve a term of two (2) years on a rotating term so that no more than three board members will be rotating off the board in any given year. The four directors are currently the director of events, director of membership, director of education and director of development. SIG growth and strategic needs may require a modification in directorship accountabilities and titles. If that occurs, then these bylaws will be modified only when other modifications occur.

**Section 5.** If any board member ceases to be in good standing by reason of non-payment of dues or fails to participate in two (2) unexcused consecutive Board meetings, the Board may declare the position to be vacant by simple majority vote. An officer may resign by submitting written notice to the Board. Unless another time is specified in the notice or determined by the Board, a board member's resignation shall be effective upon receipt by the Board.

**Section 6.** A board member may be removed from office for dishonesty, fraud, moral turpitude or misrepresentation in connection with the affairs of the organization by a two-thirds vote of the eligible voting board members and done via conference call or face to face at an official meeting of the board called by the Board President and/or Secretary. No less than five days notice must be provided via e-mail or certified mail.

**Section 7:** If any office becomes vacant, the President/Chair may appoint a successor to fill the office with final approval of the Board through the remaining term. In the event the President is unable or unwilling to complete the current term of office, the Vice President Operations/Project Management shall assume the presidential duties and offices. In the event the Vice President of Operations/Project Management assumes the role of President or is unable or unwilling to complete the current term in office, then the Secretary shall assume the vice presidential duties and offices.

**Section 8.** If the Vice President Operations/Project Management becomes President due to vacancy, he or she will complete the remaining term of the resigning President. The Board may elect to vote to allow the new President to complete the existing term and one additional term. Such a vote requires a board member majority (fifty-one percent of voting members) to pass.

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

**Section 1.** The nomination and election of officers and directors shall be conducted annually. All eligible voting members of the SIG 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 or physical or mental disability is prohibited.

**Section 2.** Candidates who are elected shall take office on the first day of the new calendar year following their election and shall hold office for their designated term or until their successors have been elected and transitioned.

**Section 3.** A Nominating Committee, chaired by the past president, shall solicit nominees for the Secretary's position and shall determine the eligibility and willingness of each nominee to stand for election. The Nominating Committee can appoint members to assist with that year's nomination cycle. Elections shall be conducted each October by e-mail ballot to all voting members. Members without e-mail will be mailed a notice detailing the election and offering the ability for them to vote online or via paper ballot. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted automatically through electronic means based on the application used for the voting process. Only the Nominating Committee will be aware of the results until they are officially announced to the general membership. This announcement should occur no later than November 15<sup>th</sup> of each year.

**Section 4.** No 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 standing or ad-hoc committees to forward the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, its authority and its outcomes.

**Section 2.** Committees are accountable to the Chapter's board. The board may assign "Committee Chairs" to head a committee. Depending on the type of committee, the board may ask a specific board member to liaison with the Committee Chair to provide further direction and guidance to accomplish the assigned task(s). As well, the SIG board could specify the level of participation that Committee Chairs would have, in order to accomplish directives, such as attending board meetings when appropriate.

## Article VIII - Finance:

**Section 1.** The fiscal year of the SIG shall be from 1 January through 31 December.

**Section 2.** Annual membership dues shall be set by the Board and communicated to PMI® in accordance with 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®. The SIG shall maintain the ability to collect funds for specific transactions and services, such as charging for events, and educational activities.

## Article IX – Meetings of the Membership:

**Section 1.** In addition to educational events, 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 a majority of the Board.

**Section 3.** The Board shall send notice of all annual and special 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 as approved by the Board. To constitute a quorum, a majority of the board of directors must be in attendance. There must also be at least one-percent of the SIG's membership (at the time of the meeting) in attendance for business activities to occur at the meeting other than informational.

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

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

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

**Section 2.** No officer, director, appointed committee member or authorized member of the SIG shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the SIG 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 SIG may engage in contracts or transactions with members, elected officers, or directors of the Board, appointed committee members or authorized representatives of the SIG and any corporation, partnership, association, or other organization in which one or more of the SIG’s directors or officers, have a financial interest in or are employed by, provided the following conditions are met.

- A. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed in writing to the Secretary of 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 such an interest in the transaction or contract.
- C. The contract or transaction is fair to the SIG and complies with the laws and regulations of the applicable jurisdiction in which the SIG is incorporated or registered at the time of the contract or transaction is authorized, approved or ratified by the board of directors.

**Section 4.** All elected officers of the Board, appointed committee members and other official representatives of the SIG shall act in an independent manner consistent with their obligations to the SIG and applicable law, regardless of any other affiliations, memberships, or positions.

**Section 5.** All elected officers of the Board, appointed committee members and other official representatives of the SIG shall disclose any interest or affiliation they may have with any entity or individual with which the SIG has entered into or may enter into contracts, agreements or any other business transactions, and shall refrain from voting on or influencing consideration of such matters.

## **Article XI - Indemnification:**

**Section 1.** In the event that any person who is or was an officer, committee member, or authorized representative of the SIG, acting in good faith and in a manner reasonably believed to be in the best interests of the SIG, has been made party, or is threatened to be made a party, to any criminal, administrative, or investigative (other than an action or proceeding by or in the right of the SIG), 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 SIG is incorporated.

**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 SIG shall 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 SIG, or is or was serving at the request of the SIG 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 vote of the voting membership present at any annual meeting of the SIG duly called and regularly held, notice of such proposed changes having been sent via e-mail to the voting members at least thirty (30) days before such meeting, or by a two-thirds vote of the voting membership voting by e-mail ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot.

**Section 2.** Amendments may be proposed by the Board on its own initiative, or upon petition by twenty-five (25) percent of the voting members addressed to the Board. The Board with or without recommendation shall present all such proposed amendments.

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

**Section 4.** Amendment changes take affect with the signature approval of the President, Vice-President, and the Secretary upon the approval of the board or 120 days after membership approval.

#### **Article XIII: "Dissolution"**

Should the SIG 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.

**Article XIV: Adoption of Bylaws**

**Resolution To Adopt Bylaws.**

The Project Management Institute, Inc. Healthcare Specific Interest Group (SIG) was organized under the laws of the Commonwealth of Pennsylvania in 2003. These Bylaws were adopted by the SIG by vote of its membership and become effective XXXXXXXXXX..

**APPROVED:**

Project Management Institute, Inc. Healthcare Specific Interest Group

By: \_\_\_\_\_  
The President/Chair

Attest: \_\_\_\_\_

By: \_\_\_\_\_  
The Vice President of Operations/Project Management

Attest \_\_\_\_\_

By: \_\_\_\_\_  
The Secretary

Attest \_\_\_\_\_

## [Amendment Tracking](#)

### **Version 2/October 14, 2005**

**Header/Cover page:** Replace logo with updated logo.

**Header/Cover page:** Rename “Bylaws of Project Management Institute – Healthcare Project Management Specific Interest Group (SIG)” to Bylaws of Project Management Institute, Inc. – Healthcare Specific Interest Group (SIG)

**Article 1: Section 1:** Rename “Project Management Institute – Healthcare Project Management Specific Interest Group (SIG)” to Project Management Institute, Inc. – Healthcare Specific Interest Group (SIG)

**Article 1: Section 1:** Change “This organization is a Specific Interest Group” to “This organization is a SIG.”

**Article 1: Section 2:** Change PMI to PMI<sup>®</sup>.

**Article 1: Section 3:** Renumber from section 4. Strike “Healthcare.” Capitalize “City.”

**Article 1: Section 4:** Renumber from section 5. Strike “Healthcare.”

**Article 1: Section 5:** Renumber from section 6. Strike “Healthcare.” Change “may not conflict with the current PMI’s” to “may not conflict with PMI’s.” Strike “all.” Change PMI to PMI<sup>®</sup>. Strike “Healthcare.”

**Article 1: Section 6:** Renumber from section 7. Strike “Healthcare.” Change PMI to PMI<sup>®</sup>. Change PMI to PMI<sup>®</sup>.

**Article II – Purpose:** Change PMI to PMI<sup>®</sup>. Change “Further Professional Project Management in the Healthcare industry by encouraging professional development; and by providing a forum for Project Managers to network and share Health Care Industry best practices throughout the world. Make a positive difference within Healthcare through use of Healthcare Project Management best practices.

A. Provide a forum for Healthcare professionals to network and share industry project management best practices

B. Research, identify, and catalogue Healthcare Project Management industry best practices.

C. Educate SIG members, Change PMI to PMI<sup>®</sup>.and Health Care professionals in Healthcare Project Management best practices” to “The SIG’s purpose is to enable effective deployment of healthcare resources by advancing professional project management practices through PMI<sup>®</sup> concepts and methods.

- Support and advance the recognition of project management as a profession in the healthcare industry
- Create a supportive professional community and networking opportunities
- Leverage PMI<sup>®</sup> content and methods to promote membership growth and benefit.

**Article III: Section 2:** Change PMI to PMI<sup>®</sup>.

**Article III: Section 4:** Change PMI to PMI<sup>®</sup>.

**Article III: Section 5:** Change PMI to PMI<sup>®</sup>.

**Article III: Section 6:** Change “misrepresentation” to “cause ”

**Article III: Section 7:** Change “fair process” to “fair due process.” Change “shall be upon” to

“shall require.”

**Article III: Section 8:** Change “Members in arrears on dues for one (1) month shall be delinquent” to “Members whose dues are one month in arrears are considered delinquent.” Change “names removed” to “names will be removed.” Change PMI to PMI®.

**Article III: Section 10:** Change PMI to PMI®.

**Article IV: Officers:**

Change “Director of Operations/Project Management” to “Vice President of Operations/Project Management.” Change “Secretary, Treasurer” to “Secretary and Treasurer.” Remove “Director of Technology, Director of Media Relations and Marketing, Director of Membership, Director of Education and Certification, Director of Events, Immediate Past President/Chair, Director of Risk Management, Director of Business Development.” Change “All officers shall be members of PMI who are in good standing. The officers will serve 1 (1) year terms of office, staggered so that 3 officer(s) is replaced each year. For the first two years of the organization and quest for charter the, President/Chair will serve two (2) one (1) year terms. The Director of Operations/Project Management serving at the second term will move to serve as the President/Chair of the SIG starting in the third (3<sup>rd</sup>) year. The outgoing President will serve as Immediate Past President/Chair for the 3<sup>rd</sup> year. After the initial term the President/Chair term will be for one (1) year” to “They will each serve a (one) year term. At the conclusion of the term, the outgoing President will serve as Immediate Past President. The Vice President of Operations/Project Management will become the new President. The Secretary will assume the role of Vice President of Operations/Project Management. The Treasurer is not part of the progression steps. However, if all other three positions become vacant, then the Treasurer will assume the role of President.”

**Article IV: Section 2:** Change “President” to “President/Chair.”

**Article IV: Section 3:** Change “Director of Operations/Project Management” to “Vice President of Operations/Project Management.” Change “Duties include reporting to the board all critical issues of the SIG projects/operations, working with the board to assure all issues are moved with expedience to resolution and serving to fulfill the role of President in the Presidents absence” to “Also s/he will serve to fulfill the role of President in the President’s absence.”

**Article IV: Section 4:** Change “keep the records of all business meetings” to “maintain and distribute (when necessary) the records of all business meetings.” Strike “shall direct the distribution of minutes and reports.”

Change “shall work with each appointed VP to communicate the goals and objectives of the SIG as authorized by these bylaws, work with the local SIG components, ensure local components remain in compliance with the by-laws of the SIG and approve all documentation in the absence of the President” to “S/he, shall work with each officer to communicate the goals and objectives of the SIG as authorized by these Bylaws. The Secretary will approve all documentation in the absence of the President.”

**Article IV: Section 6:** Renumber sections 6 – 13 to reflect removal of board positions in Article IV: Officers.

Add “In addition to the four officers, the Board of Directors will contain no less than three but not more than five additional director-level positions based on SIG requirements and opportunities. Directors will be appointed by the President with approval by Board of Directors

and will serve a term of two (two) years on a rotating term so that no more than three board members will be rotating off the board in any given year.”

**Article IV: Section 7:** Renumber from section 14. Change “two (2) consecutive” to “two (2) unexcused consecutive.” Change “an officer’s resignation” to “a board member’s resignation.”

**Article IV: Section 8:** Renumber from section 15. Remove “moral turpitude.” Change “members present and in person” to “eligible voting board members done.” Change “meeting of the membership” to “meeting of the board called by the Board President and/or Secretary. No less than five days notice must be provided via e-mail or certified mail.”

**Article IV: Section 9:** Renumber from section 16. Change “Board” to “President/Chair.” Change “fill the office” to fill the office with final approval of the Board through the remaining term.” Change “Director of Operations/Project Management” to “Vice President of Operations/Project Management.” Add “In the event the Vice President of Operations/Project Management assumes the role of President or is unable or unwilling to complete the current term in office, then the Secretary shall assume the vice presidential duties and offices. “

**Article IV: Section 10:** Add “If the Vice President Operations/Project Management becomes President due to vacancy, h/she will complete the remaining term of the resigning President. The Board has the option of voting to allow the new President to complete the existing term and one additional term. Such a vote requires a board member majority (fifty-one percent of voting members) to pass.”

**Article V – Board of Directors:** Change “Article V – Board of Directors:” to Article V – Board of Directors (here in after referred to as the “Board”):”

**Article V: Section 1:** Change of the officers” to “of the four officers the past president and at least three but not more than five directors of the SIG.” Change “non-profit corporation (or equivalent)” to “SIG.”

**Article V: Section 2:** Change PMI to PMI®.

**Article V: Section 3:** Add “The Board shall meet at the call of the President, or at the written request of three (3) Board members directed to the Secretary. 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. The meeting shall be conducted in accordance with parliamentary procedures determined by the Board.”

**Article VI – Nominations and Elections:**

**Article VI: Section 1:** Change “officers shall” to “officers and directors shall.” Strike “in accordance with the terms specified in IV.

**Article VI: Section 2:** Change “first day of month” to “first day of the new year.” Change “for the tenure of their terms” to “for their designated term.” Change “qualified” to “transitioned.”

**Article VI: Section 3:** Change “A Nominating Committee shall prepare a slate containing nominees for each position and shall determine the eligibility and willingness of each nominee to stand for election. Elections shall be conducted during the annual meeting of the membership or by mail ballot to all voting members. 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.” to “A Nominating Committee, chaired by the past president, shall solicit nominees for the Secretary’s position and shall determine the eligibility and willingness of each nominee to stand for election. The Nominating Committee can appoint members to assist with that year’s nomination cycle. Elections shall be conducted

each October by e-mail ballot to all voting members. Members without e-mail will be mailed a notice detailing the election and offering the ability for them to vote online or via paper ballot. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted automatically through electronic means based on the application used for the voting process. Only the Nominating Committee will be aware of the results until they are officially announced to the general membership. This announcement should occur no later than November 15<sup>th</sup> of each year.”

**Article VII – Committees:**

**Article VII: Section 1:** Change “committee which” to “committee, which.”

**Article VII: Section 2:** Change “All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board” to “The respective officer or director shall recruit/appoint all committee members and a chairperson for each committee.”

**Article VIII – Finance:**

**Article VIII: Section 2:** Change PMI to PMI<sup>®</sup>.

**Article VIII: Section 4:** Change PMI to PMI<sup>®</sup>. Add “The SIG shall maintain the ability to collect funds for specific transactions and services, such as charging for events, and educational activities.”

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

**Article IX: Section 2:** Change “the President or a majority of the Board” to “a majority of the Board.”

**Article IX: Section 3:** Change “Notice of all annual and special meetings shall be sent to all members at least 45 days in advance of the meeting by the Board: to “The Board shall send notice of all annual and special meetings to all members at least 45 days in advance of the meeting.”

**Article IX: Section 4:** Strike “Section 4.” Renumber 4 from 5.

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

**Article X: Section 1:** Change “bylaws” to “Bylaws.”

**Article X: Section 3:** Change “employed the other organization, provided” to “employed by, provided.” Change “disclosed to” to disclosed in writing to the Secretary of “

**Article X: Section 5:** Change “individual the SIG has entered or may enter, into contracts, agreements or any other business transactions, and shall refrain from voting on or influencing consideration of such matters.

” to “individual with which the SIG has entered into or may enter into contracts, agreements or any other business transactions, and shall refrain from voting on or influencing consideration of such matters.”

**Article XI – Indemnification:**

**Article XI: Section 1:** Change “Corporation” to “SIG.” Strike “ Where the representative was successful in defending the action, indemnification is mandatory.”

**Article XII- Amendments:**

**Article XII: Section 1:** Change “sent in writing” to sent via e-mail.” Change “mail ballot to “e-mail ballot.”

**Article XII: Section 2:** Change “ten (10) percent” to “twenty-five (25) percent.”

**Article XII: Section 3:** Change PMI to PMI<sup>®</sup>. Change “As” to “as.”

**Article XII: Section 4:** Add “Amendment changes take affect with the signature approval of the President, Vice-President, and the Secretary upon the approval of the board or 120 days after membership approval.”

**Article XIII- Dissolution:** No Changes.

**Article XIV- Adoption of Bylaws:** Make this heading title case. Change “2003” to “2003.” Change approval titles. Change “President and Sponsor” to “The President/Chair.” Change “Director of Operations/Project Management” to “The Vice President of Operations/Project Management.” Change “Secretary & Notary Public State of Minnesota” to “The Secretary.”

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President Signature and date

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Vice President Signature and date

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Secretary Signature and date