

Agile Alliance BYLAWS

Amended and Restated Effective Dec 31, 2024



Pursuant to Article 11 of the Bylaws, the Board of Directors approved amended bylaws on December 31, 2024. The sections amended are summarized here:

- Article 3, Section 1:
 - Increase the maximum number of directors from ten to eleven and define the PMI Director (appointed) as a separate class of director than Individual Directors (elected).
 - Define weighted vote by the PMI Director on enumerated corporate actions.
- Article 3, section 3:
 - Include provisions for recusal of the Managing Director from Board votes related to such position's supervision and compensation, etc.
- Article 3, Section 12:
 - Change the threshold for Board action from a majority present at a meeting for which quorum has been met to a majority of all directors.
- Article 7, Section 1:
 - Define a separate class of membership for the PMI Member and name PMI as such.
 - Define weighted vote by the PMI Member and appointment rights for the PMI Director.
- Article 7, Section 4:
 - Exempt PMI Member from typical dues amounts. Set PMI Member dues amount.
- Article 7, Section 7:
 - Define the PMI Member's term to be perpetual until resignation.
- Article 11, Section 1:
 - Remove Section 1 for vestigial startup rule that no longer applies to Bylaws amendments.
- Article 12, Section 1:
 - Require that a dissolution vote of the membership must be approved by a majority of the entire membership, not just a percentage of quorum at a meeting.
- Various terminology updates throughout to conform to the above changes.

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BYLAWS

Article 1. Name and Governance.

The name of this Corporation is Agile Alliance, sometimes hereafter referred to as “corporation”. Agile Alliance is an Illinois not-for-profit corporation governed by the laws of the State of Illinois.

Article 2. Purpose.

To support those who explore and apply agile values, principles, and practices to make the software industry productive, humane, and sustainable in accordance with the Agile Manifesto (see Appendix 1).

The Corporation is a trade association devoted to the improvement of business conditions in the software industry. As a 501(c)(6) trade association, the Corporation may further its exempt purposes through lobbying, provided, however, any efforts made by the Corporation to encourage or discourage the passage of legislation shall be limited in scope to comply with all applicable Internal Revenue Code laws, rules, and regulations to be consistent with the preservation of its U.S. tax-exempt status.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. The corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 3. The Board.

Section 1. Number and Composition.

The Board shall have no more than eleven (11) and no fewer than seven (7) members, as may be determined by resolution of the Board from time to time. One member of the Board shall be the PMI Director and the rest shall be Individual Directors, one of whom shall be the Managing Director, as described in this Section 1. All Board members shall be elected or appointed to a term of three (3) years in length, except for the Managing Director, whose term shall be concurrent with his or her position as Managing Director.

- a) PMI Director. Subject to the terms and conditions of Article 7, Section 1(c) hereof, the PMI Director shall be appointed by the PMI Member’s President & CEO. The vote of the PMI Director shall carry the same weight as one more than the number of directors of the

Corporation serving on the Board when voting upon Board actions, and shall carry the same weight as one more than the number of directors serving on a Board committee when voting upon actions of such committee, when such vote is related to any of the following matters:

- i. Authorization of any change of control transaction, or any transaction relating to the acquisition, sale, or other transfer of any stock, membership interests, or other equitable interest or all or any material portion of the assets of the Corporation or any of its affiliates, or any merger, share exchange, or other business combination with respect to the Corporation or any of its affiliates;
- ii. Removal of any member of the Board or any officer, including without limitation, the Managing Director;
- iii. Approving the nomination of any person (or any slate of persons) to serve on the Board;
- iv. Appointing or electing an officer;
- v. Appointing a member of the Board to fill an Article 3, Section 14 vacancy;
- vi. Amending the Corporation's Bylaws, Articles of Incorporation, or other governing documents;
- vii. Entering into, amending, or otherwise modifying any agreement between the Corporation and any of its affiliates;
- viii. Forming any subsidiary of the Corporation;
- ix. Setting or modifying membership fees or dues for any standard member of the Corporation;
- x. Altering the Corporation's strategic direction or tax-exempt status;
- xi. Setting, modifying, or approving the Corporation's annual budget;
- xii. Entering into any partnership, alliance, affiliate, joint venture, or other similar transaction or agreement;
- xiii. Entering into a sale or license of any material asset of the Corporation;
- xiv. Entering into, renewing, terminating, amending or otherwise modifying any agreement that grants a license or similar right to use the Corporation's intellectual property;
- xv. Incurring material debt other than trade payables in the ordinary course of business;
- xvi. Incurring any expense that exceeds a budgeted amount by more than 10% or entering into an agreement to do the same;
- xvii. Liquidating or dissolving the Corporation or any of its affiliates; and
- xviii. Approving the hiring, retention, or termination of any employee or independent contractor.

Solely for purposes of illustration, if there are eight Individual Directors serving on the Board at a particular time, then the weight of the PMI Director's vote on any of the

matters set forth above shall be equal to nine votes.

- b) Individual Directors. These shall be persons who are also Members and shall include the Managing Director.

Section 2. Qualifications.

Any member in good standing of the Corporation may be selected or elected to be an Individual Director.

Section 3. Duties.

It shall be the duty of the Board to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Subject to the recusal of the Individual Director who is also the Managing Director from any decisions thereon:
 - appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, of the Managing Director (which compensation will be reviewed annually to coincide with the Corporation's fiscal year);
 - Supervise the Corporation's Managing Director to assure that their duties are performed properly;
- c) Meet at such times and places as required by these Bylaws;
- d) Register their addresses, e-mail addresses, and phone numbers with the Secretary of the organization, and notices of meetings mailed, e-mailed or telephoned to them at such addresses shall be valid notices thereof.

Section 4. Term Limits.

Individual Directors may not serve more than six (6) consecutive years. There is no term limit for the PMI Director.

Section 5. Election of Board Members.

A slate, consisting of all existing Individual Directors standing for re-election and all prospective candidates for Individual Director a given year, will be elected annually by the membership. Such elections shall be conducted electronically prior to the annual membership meeting in accordance with these Bylaws. (see Article 5, Section 1) b) iii) for complete definition of the slate)

Section 6. Compensation.

Directors shall serve without compensation, except that they shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as determined by the Board.

Section 7. Place and Means of Meetings.

Board meetings may be located as determined by the Managing Director. Any one or more of the members of the Board may participate in a meeting by means of a telephone conference or similar communications techniques, including without limitation, video conferencing, interactive webcasting, instant messaging or other electronic transmission, that allows all persons participating in the meeting to communicate with each other at the same time, and participation in a meeting pursuant to this Section 7 shall constitute being present at such meeting.

Section 8. Regular Meetings.

There shall be at least two regular meetings of the Board each year. Notice of the time and place of the Board's regular meetings will be given by physical mail, electronic mail, or facsimile transmission to each director at least seven (7) calendar days prior to the meeting. Notice of any meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 9. Special Meetings.

Special meetings of the Board may be called by the Chair, by any two Individual Directors, or solely by the PMI Director. The person or persons authorized to call a special meeting of the Board may fix any place, date and time for holding such special meeting called by them and must provide notice to all directors at least ten (10) calendar days prior to the meeting, which notice will include a description of the purpose of the special meeting and shall be delivered in the same manner provided for in Section 8 of this Article.

Section 10. Informal Action.

Any action required to be taken at a meeting of the Board may be taken without a meeting if consent, setting forth the action so taken, is submitted in writing by all directors. Such written consent executed by each member of the Board shall be filed with the minutes of the proceedings of the Board.

Section 11. Quorum for Board Meetings.

A quorum of the Board of Directors shall consist of a majority of all directors being present in the manner set forth in Section 7 of this Article, except where the matter being discussed and/or voted on is one where the PMI Director has a majority vote, as detailed in Article 3, Section 1(a), in which case a quorum will be met as long as, and only if, the PMI Director is present. Except as otherwise provided in these Bylaws or in the Articles of Incorporation, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain is a motion to adjourn. The PMI Director (or his or her proxy) shall not unreasonably withhold attendance from any Board meeting.

Section 12. Majority Decision as Board Decision.

Unless the Articles of Incorporation, these Bylaws, or other applicable provision of law requires a greater percentage or different voting requirements, the affirmative vote of a majority of all current members of the Board of Directors (and not just a majority of those present at a meeting at which quorum is present) shall be an action by the Board.

Section 13. Conduct of Meetings.

Meetings of the Board shall be presided over by the Chair or another officer he or she may designate in the Chair's absence. Minutes of all meetings will be recorded by the Secretary or someone fulfilling the Secretary's role, such Minutes being filed after the meeting as a permanent record of the Corporation. Meetings may be governed by latest version of the Robert's Revised Rules of Order excepting where specifically in conflict with these Bylaws.

Any of the Corporation's members may observe, but not participate in, Board meetings. However, upon the affirmative vote of a majority of directors, the Board may close meetings or parts of meetings to members for the following purposes: (i) to discuss litigation when an action against or on behalf of the Corporation has been filed and is pending in a court or administrative tribunal, or when the Board of Directors finds that such an action is probable or imminent; (ii) to consider information regarding appointment, employment or dismissal of an employee; or (iii) to discuss violations of rules and regulations of the corporation.

Section 14. Vacancies.

Vacancies on the Board shall exist (1) on the death, resignation, or removal of any director and (2) whenever the number of authorized directors is increased.

Any director may resign at any time by giving written notice to the Board or Managing Director. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Removal of an Individual Director from his or her elected position for any reason or no reason may be accomplished by a majority vote of the Board, provided such Individual Director to be removed is given an opportunity to state his/her opposition to such removal.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, vacancies on the Board may be filled by approval of the Board. A vacancy on the Board may be filled by approval of a majority of the directors then in office as measured by weighted voting value or by a sole remaining director. Directors appointed through this process will serve out the entirety of the unexpired term of the director they are replacing.

Section 15. Non-liability.

Directors, officers, and committee members of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the organization.

Section 16. Indemnification.

The officers and directors of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of Illinois.

Section 17. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the

Corporation(including an officer, director, employee, or other agent of the organization) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Article 4. Officers.

Section 1. Enumeration of Officers.

The officers of the Agile Alliance shall be the Chair of the Board (Chair), the Secretary, and the Treasurer.

Section 2. Selection of Officers.

The officers will be elected by the Board.

Section 3. Qualifications.

Any director, except the Managing Director, may also serve as an officer of the Corporation.

Section 4. Removal and Resignation.

Officers may be removed from office by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

It shall be the Board's responsibility to appoint a new officer to fill vacant offices within sixty (60) days a vacancy in an office is created.

The officers have no authority to make or rescind commitments for the Corporation other than as explicitly stated in their duties or otherwise authorized by the Board.

Section 6. Duties of the Chair.

Subject to the direction and control of the Board, the Chair shall be the chief executive officer of the Corporation and shall have general supervision of the Corporation's business and affairs. The Chair shall preside at all meetings of the Board. The Chair shall sign contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the Chair shall perform all duties incident to the office of a president and such other duties as are assigned to him or her by the Board from time to time.

Section 7. Duties of the Secretary.

The Secretary shall be responsible for ensuring that minutes of meetings of the Board are recorded and maintained, and to the extent minutes of meetings of committees of the Board are recorded, that such minutes are maintained; see that all notices are duly given in accordance

with the provisions of these Bylaws or as required by law; be custodian of the Corporation's corporate records or appoint such person or entity as is appropriate to act as such custodian; ensure that records are kept of the name and address of each Director and each Officer; sign with the Chair, or other Officer authorized by the Chair or the Board, contracts, or other instruments; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

Section 8. Duties of the Treasurer.

The Treasurer shall be responsible for the safeguarding of all funds received by the Corporation; see that such funds shall be kept on deposit in the name of the Corporation in financial institutions, or invested in a manner approved by the Board; disburse, or cause to be disbursed, moneys of the organization as directed by the Board, keeping proper records of such disbursements. The Treasurer is also responsible for assisting in preparing the budget for the year with the Board and the Managing Director and such other duties as may be assigned to him or her by the Chair or the Board.

Section 9. Surrender of Records.

Upon completion of the term of office or resignation, each Officer shall turn over to his or her successor or other Officer all records, correspondence, documents, and other organization property in his or her possession.

Article 5. Board Committees

Section 1. Nominations Committee

a) Composition: The Board shall appoint a Nominations Committee composed of three directors selected annually by the Board. A Nominations Committee member may serve in succession no more than three (3) years.

b) Duties

- i) The Nominations Committee shall consider the qualifications of all candidates for Individual Director who have nominated themselves through the Nominations Committee's defined process. Names submitted for consideration of the committee shall be accompanied by a statement of qualifications and shall be received at least two months prior to the annual Board election.
- ii) The Nominations Committee shall provide a statement of responsibilities and qualifications to each candidate.
- iii) The Nominations Committee shall bring to the Board their recommendations for the candidates who will form the slate to be put to the Membership for a vote. This slate shall consist of
 - any returning Individual Directors eligible and running for re-election who have been chosen by the Nominations Committee to run,
 - any prospective candidates chosen for empty Individual Director positions.

The size of the slate shall be no larger than the number of returning Individual Directors chosen to stand for re-election plus the number of open Individual Director

positions to be filled in that election.

- c) The Board shall approve the slate of candidates, as a whole, to be put to a vote of the Membership. The approved slate shall be sent with the agenda for the annual membership meeting, no later than thirty (30) days prior to the meeting. The slate shall be read at the beginning of the Annual membership meeting.

Section 2. Other Committees

The Board may have such other committees as may from time to time be designated by resolution of the Board. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Article 6. Administration; Managing Director.

Section 1. Reporting.

The Corporation's primary administrative position is the Managing Director. The Managing Director shall be a permanent voting member of the Board.

The Managing Director reports to the Board and is given ongoing guidance by the Corporation's Officers. All other of the Corporation's employees report to the Managing Director.

Section 2. Selection.

The Managing Director shall be appointed by a majority vote of the Board.

Section 3. Removal and Resignation.

The Managing Director may be terminated by a majority vote of the Board. The Managing Director may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

If terminated, or in the case of resignation, it shall be the Board's responsibility to appoint a new Managing Director to fill the vacant position within one hundred twenty (120) days.

Section 4. Limitation of Authority.

The Managing Director has authority to make or rescind commitments for the Corporation and its operations as specified by the Board.

Section 5. Duties of the Managing Director.

The Managing Director shall be accountable to the Board. The Managing Director shall have general administrative and management responsibility for the Corporation's operations. The Managing Director may hire or contract with such staff as is necessary to fulfill and serve the corporation's mission and purposes, and shall supervise such staff and perform such other duties as are assigned by the Board. The Managing Director may receive reasonable compensation for the performance of services, as determined by the Board.

Article 7. Membership.

Section 1. Classes and Eligibility.

- a) Standard Membership. Any individual or entity that supports the Corporation's mission can apply for to be a member. The vote of each standard member shall carry the same weight, with one vote for each member.
- b) PMI Membership. The sole PMI Member will be Project Management Institute, Inc. a Pennsylvania nonprofit corporation recognized as tax-exempt under Section 501(c)(6) of the Internal Revenue Code ("PMI"). The vote of the PMI Member shall be cast by PMI's President and CEO, or their designee, and shall carry the same weight as twice the number of standard members of the Corporation currently admitted at the time of any applicable election or other voting process. Solely by way of illustration, if there are 90 standard members at a particular time, then the weight of the PMI Member's vote would be equal to that of 180 standard members. The PMI Member shall also have the right to appoint one director of the Corporation, as outlined in Article 3 of these Bylaws.
- c) PMI Membership Conditions. All of the rights granted to the PMI Member, including, but not limited to the right to appoint the PMI Director and such PMI Director's respective voting rights, shall be temporarily suspended in the event that the PMI Member fails to pay its membership dues in accordance with the time periods set forth in Section 3.a. of the Affiliation Agreement between PMI and the Corporation (the "Affiliation Agreement") (including, for the sake of clarity, the cure period set forth therein), until such time as such membership dues are paid to Agile (and at such time, all such rights shall be restored in full).

Section 2. Membership Privileges.

All Members in good standing will receive access to the Corporation's materials and stored knowledge as published on its website. Members shall be able to attend all meetings with full privileges to participate in all sessions, including working sessions. The Board shall ensure that all Members are fully and equally cognizant of the Corporation's activities, communications, and progress in furthering the vision, mission, and goals of the Corporation.

Section 2. Obligations.

Members shall support the vision, values, mission, goals, and ethical standards of the Agile Alliance, and agree to these Bylaws. Membership is contingent upon acting in such a manner.

Section 3. Non-Discrimination.

Memberships are open to all persons and organizations regardless of race, religion, color, sex, age, or national origin.

Section 4. Dues.

The Board shall set the annual membership dues payable to the Corporation by Members other than the PMI Member. The PMI Member's annual membership dues shall be \$300,000.

Section 5. Payment of Dues.

Annual membership dues for standard members shall be set by the Board and must be paid within ninety (90) days of invoice. Unless the Board waives or reduces the amount, membership dues for standard members that remain unpaid after the payment due date will result in membership termination. Annual membership dues for the PMI Member will be payable in accordance with Section 3.a. of the Affiliation Agreement.

Section 6. Non-liability of Members.

No Member will be personally liable for the Corporation's debts, liabilities, or obligations.

Section 7. Termination of Membership.

The membership of a standard member shall terminate upon the occurrence of any of the following events:

- a) Non-payment of membership dues;
- b) Resignation; or
- c) Upon a vote by the Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation.

The Member being expelled shall be given, if the member so requests in writing or by email within 10 days of notice of expulsion, an opportunity to be heard, either orally or in writing, at a hearing to be held not less than thirty (30) days after the proposed expulsion. The Board will hold the hearing, which may be conducted at the Board's discretion by electronic means such as teleconferencing, video conferencing, interactive webcasting, instant messaging or email. The notice to the Member of his or her expulsion shall state the reason for his or her expulsion.

The membership of the PMI Member shall only terminate if the PMI Member resigns.

Section 8. Rights on Termination of Membership.

Upon membership termination, all Member rights shall cease immediately.

Section 9. Confidential Membership Information.

Membership listings are confidential information of the Corporation and may be released only with the approval of the Board.

Article 8. Meetings of Members

Section 1. Annual Meetings.

Annual meetings of the Corporation's membership shall be held at the time and place designated by the Board to elect the Individual Directors and transact other business as may properly come before such meetings.

Section 2. Elections.

All elections of Individual Directors shall commence at least 30 days prior to the Annual Meeting and conclude prior to the commencement of the Annual Meeting. The Managing Director will cause the results to be tallied, and the Secretary will communicate the results of the elections to the membership.

Section 3. Membership Voting.

Members in good standing are entitled to one vote per Member on each matter to be voted upon by the membership, subject to the weighting rules for votes outlined in Article 7, Section 1. In the case of membership voting for Individual Directors, the membership's voting rights shall be limited to one vote per the slate of candidates, as a whole, as are presented by the Nominations Committee of the Board.

Member voting will be by physical and/or electronic ballot cast upon delivery in person or electronically. The slate of candidates will either be approved or rejected, in whole, by a majority of membership votes.

Section 4. Number and Place of Special Member Meetings.

The Board may call for special membership meetings and designate meeting location and method of attendance, including teleconferencing, video conferencing, interactive webcasting, instant messaging and/or other electronic transmission.

Section 5. Special Meetings.

Special meetings of the members may also be called by five percent (5%) or more of the Members, provided, the Members' call for a meeting shall be submitted to the Officers and shall specify the purpose, agenda, date, time, and place of the proposed meeting. Notice of special membership meetings shall be given no less than ten (10) days prior to the date of the meeting, which shall not be more than ninety (90) days after the Officer has received a proper membership call for a meeting.

Section 6. Notice of Meetings.

Notice of Members' meeting shall be given no less than ten (10) days before the date of the meeting. Notice of any meeting need not be given to any member who submits a signed waiver of notice whether before or after the meeting or who attends the meeting, in person or through electronic means participates in the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her and shall be counted toward establishing a quorum under Section 8 hereof.

Section 7. Minutes of Meetings.

At each membership meeting, an Officer of the Corporation shall keep minutes thereof which will be deemed the Corporation's official record thereof.

Section 8. Quorum for Member Meetings.

Members holding one-tenth of the votes entitled to be cast on a matter, represented in person or by proxy, shall constitute a quorum for consideration of such matter at a meeting of members.

Article 9. Fiscal Management.

Section 1. Fiscal Year.

Unless and until changed by the Board, the Corporation's fiscal year shall be the calendar year.

Section 2. Capital Assets.

An Officer must approve all capital asset purchases exceeding a ceiling set, from time to time, by the Board. An Officer may not approve his or her own capital asset or expense.

Section 4. Expense Reimbursements.

The Officers shall only approve requests for expense reimbursements that comply with the Board's policies and procedures for same.

Section 5. Financial Statements.

The Corporation shall publish its financial statement during the first four months of each fiscal year on its website.

Section 6. Bank Accounts.

Such agents of the Corporation as from time to time shall be designated by the Board shall have the authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board. Such agents as from time to time shall be authorized by the Board may withdraw any or all of the funds of the Corporation so deposited in any bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to the amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by agents so designated by the Board until written notice of the revocation of the authority of such officers or agents by the Board shall have been received by such bank or trust company.

There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited the signatures of the agents of the Corporation so authorized to draw against the same. In the event that they shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, the Chair of the Board shall sign all of such checks, drafts and other instruments or orders for the payment of money.

Article 10. Conflict of Interest.

Section 1. Pay.

Directors will not receive any compensation for serving as the same.

Section 2. Disclosure.

The terms of any financial agreement, excluding employment terms, between the Corporation and (i) a director or Officer, (ii) a person who has served as a director or an Officer within one year prior to the agreement, or (iii) a candidate for election or appointment to the Board, must be fully disclosed to the general membership at the annual membership meeting.

Section 3. Conflicts of Interest.

Any director or Officer who has a material interest and can financially profit in an issue being decided by the Board must disclose such an interest to the Board and may not participate in the debate regarding and may not vote on questions related to that issue.

Article 11. Amendments.

Section 1. General Rule for Amendments

The Corporation's Bylaws shall be amended upon a majority vote of all current directors.

Section 2. Validity.

The invalidity of any part of these Bylaws shall not impair or otherwise affect in any manner the validity, enforceability, or intent of the balance these Bylaws.

Article 12. Dissolution.

Section 1. Dissolution.

In order to dissolve this Corporation, the Board must present a resolution recommending that the Corporation be dissolved to the membership. A proposal for dissolution may be considered at a regular or special meeting of the active membership only after thirty (30) days' notice in writing is given to each member in good standing. The resolution to dissolve shall be adopted upon receiving at least 80% of the votes entitled to be cast by members present at such regular or special meeting, provided that such vote also constitutes a majority of the full membership as measured by weighted vote value. Meetings may be held electronically and votes cast electronically.

Section 2. Resolution.

Upon the dissolution of the Corporation, assets shall be distributed to the Project Management Institute, Inc. (PMI), provided PMI is still in existence and is recognized by the IRS as a 501(c)(6) organization. If, any the time of this distribution, PMI is not in existence or is not recognized as a 501(c)(6) organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the

corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article 13. Representation, Identification, Marks.

Section 1. Representation and Authority.

Only the Corporation's Directors, Officers and the Managing Director may act on behalf of and bind the Corporation.

Section 2. Marks.

The Board will cause identifying marks for the Corporation to be designed and created. Upon resolution of the Board, they may be trademarked. These marks will be the Corporation's identifying marks. All uses of the Corporation's intellectual property must be approved by the Board.

Article 14. Indemnification.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a member, director or an officer of the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such member, director or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this Article shall be deemed to be a contract between The Corporation and each member, director and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not For Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore, or thereafter brought or threatened based in whole or in part upon any such state of facts.

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a member, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding to the extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which any such person may be entitled apart from the foregoing provisions.

Appendix 1. Agile Manifesto (<http://agilemanifesto.org/>)

We are uncovering better ways of developing software by doing it and helping others do it. Through this work we have come to value:

- Individuals and interactions over processes and tools
- Working software over comprehensive documentation
- Customer Collaboration over contract negotiation
- Responding to change over following a plan

While there is value in the items on the right, we value the items on the left more.

Principles:

1. Our highest priority is to satisfy the customer through early and continuous delivery of valuable software.
2. Welcome changing requirements, even late in development. Agile processes harness change for the customer's competitive advantage.
3. Deliver working software frequently, from a couple of weeks to a couple of months, with a preference to the shorter timescale.
4. Business people and developers must work together daily throughout the project.
5. Build projects around motivated individuals. Give them the environment and support they need, and trust them to get the job done.
6. The most efficient and effective method of conveying information to and within a development team is face-to-face conversation.
7. Working software is the primary measure of progress.
8. Agile processes promote sustainable development. The sponsors, developers, and users should be able to maintain a constant pace indefinitely.
9. Continuous attention to technical excellence and good design enhances agility.
10. Simplicity--the art of maximizing the amount of work not done--is essential.
11. The best architectures, requirements, and designs emerge from self-organizing teams.
12. At regular intervals, the team reflects on how to become more effective, then tunes and adjusts its behavior accordingly.