BYLAWS OF THE
PRODUCT DEVELOPMENT & MANAGEMENT ASSOCIATION
(PDMA)

ARTICLE I
NAME AND OFFICE

Section 1. Name - The name of this Association shall be the "Product Development & Management Association" ("the Association").

Section 2. Office - The principal office of the Association shall be in a location designated by the board of directors.

ARTICLE II
PURPOSES

The purposes of the Association shall be as set forth in its Articles of Incorporation, improving the effectiveness of people engaged in the development of new products, both goods and services, by:

Section 1. Facilitating the generation, collection and dissemination of information relating to product development and management activities;

Section 2. Sponsoring information delivery activities such as meetings and publications that provide a forum for the exchange of ideas relating to these activities;

Section 3. Stimulating theoretical and applied research through the PDMA Foundation, PDMA’s related, separately incorporated foundation (exempt from federal taxation under Internal Revenue Code section 501(c)(3); and

Section 4. Certifying achievement in the practice of new product development.

ARTICLE III
MEMBERSHIP

Section 1. Individual Members - To be eligible for individual membership, an applicant must have a professional interest in the development of new products and/or the management of existing products. Individual membership is without geographic limitations. Individual members shall be eligible to hold Association office and vote on Association matters.

Section 2. Members Employed by Not-for-Profit Organizations - An applicant, eligible for individual membership under Section 1, who is primarily employed by a not-for-profit organization, is eligible for membership under this Section 2 in accordance with such terms and conditions as the Board of Directors establish from time to time. Such member shall be eligible to hold Association office and vote on Association matters.
Section 3. Student Members

3.1 Eligibility. To be eligible for student membership, an individual must be enrolled in a course of study at an accredited college or university and express an interest in the development of new products and/or the management of existing products.

3.2 Privileges. Student members shall be entitled to all the benefits of membership except the rights to vote, hold office, receive certain publications of the Association, or to access certain portions of the Association web page.

Section 4. Corporate Members - Corporate membership may be granted to any corporation or organization with interest in the development of new products and/or the management of existing products. Each corporate member organization shall designate one individual from their organization as the primary contact. All individuals included in the corporate membership shall be considered an individual member of PDMA and are eligible to hold Association office and vote on Association matters. The benefits and dues for corporate membership will be determined by the Board of Directors.

Section 5. Team Members - Team membership may be granted to any corporation or organization with interest in the development of new products and/or the management of existing products. Each Team membership must have a Team Leader who shall serve as the primary contact with the PDMA. All individuals included in the Team membership shall be considered an individual member of PDMA and are eligible to hold Association office and vote on Association matters. Each Team membership shall have at least two (2) and no more than ten (10) individual members. The benefits and dues for Team membership will be determined by the Board of Directors.

Section 6. Emeritus Members - Emeritus membership status can be selected by a full member who has retired from employment in the field of new product development. This membership category can be granted by the Board of Directors after a written petition requesting the change in membership category is filed by the full member. Special rights and privileges may be bestowed by the Association. Dues for emeritus membership are determined by the Board of Directors and shall not be greater than one half of applicable membership dues.

Section 7. Chapter Associate Members - An applicant, eligible for membership under Section 1, that is participating in a local PDMA chapter is eligible for membership under this Section 7 in accordance with such terms and conditions as the Board of Directors establish from time to time. Such member shall be eligible to hold Association office and vote on Association matters.

Section 8. Special Interest Group (SIG) Members - Special Interest Group Membership is open to any individual that is a current member in good standing of PDMA that meets the terms and conditions of the SIG program as established by the Board of Directors.

Section 9. Membership Applications - All applications for membership shall be in writing in such form as the Board of Directors shall direct, including electronic forms of application, and shall be accompanied by the payment for annual dues and any processing fees as prescribed by the Board of Directors.
Section 10. Suspension or Termination

10.1 Nonpayment of Dues. Any member whose dues, fees or assessments for the current year have not been paid by the date upon which they are due shall be automatically suspended until all outstanding dues, fees and assessments are paid. If all outstanding dues are paid within 60 days after they were due, the membership will be automatically reinstated. If outstanding dues, fees and assessments are not paid within 60 days after they were due, the membership shall be terminated without notice. Reapplication must be made to reinstate such membership upon such terms and conditions as the Board of Directors may determine.

10.2 For Cause. A member may be suspended or terminated for cause. A member shall be entitled to a hearing by the Board of Directors at a Regular or specially called meeting. The Board shall notify the member in writing of the basis for suspension or termination, and the date and site of the hearing. The member may appear in person with counsel or other representatives of the member’s choice, or respond by written submission. Suspension or termination shall require a two-thirds (2/3) vote of the Directors present and voting, and the Board's decision shall be final.

ARTICLE IV
DUES, FEES AND ASSESSMENTS

Section 1. Dues, Fees and Assessments - Dues, fees and assessments and the date of payment for all classes of membership shall be as determined by the Board of Directors.

Section 2. Membership Status - A member in good standing is one who has paid all outstanding dues, fees and assessments and other obligations. Only members in good standing may exercise the rights and privileges of the appropriate class of membership in the Association.

ARTICLE V
MEETINGS OF MEMBERS

Section 1. Meetings - Annual meetings are called by the Board of Directors with notice to all the members. Special meetings of the members may be called by a request of at least 100 members of the Association having voting rights or by the Board of Directors. Such demand shall be submitted in writing to the Chair and shall state the subject matter of the meeting.

Section 2. Meeting Notice

2.1 Notice of all member meetings, stating the time, place and purpose(s) of the meeting, shall be given to each member of record entitled to vote at the meeting at least ten (10) but not more than sixty (60) days prior to the date of the meeting.

2.2 Delivering notice. Personal deliveries shall include, but not be limited to delivery by fax, e-mail, express delivery or other methods of delivering notice including now unknown means. If mailed, the notice of a meeting shall be deemed delivered when deposited in the U.S. mail addressed with the member’s address as it appears on the records of the Association, with postage prepaid. If faxed, the notice shall be deemed delivered when sent to the member’s fax number as it appears on the records of the Association. If e-mailed, the notice of a meeting shall be deemed delivered when sent to the member’s e-mail address as it appears in the records of the Association.
Other methods of delivering notice, including now unknown means, may be used if approved by the Board of Directors and announced to the members in advance.

Section 3. Quorum - A quorum for any membership meeting shall require the presence of twenty (20) members entitled to vote. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting of members at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 4. Manner of Acting - Unless otherwise provided by statute, Articles of Incorporation or these Bylaws, effective member action shall be taken upon majority vote of the members present in person.

Section 5. Action Without Meeting - Any action required to be taken at a meeting of the members of the Association, or any other action which may be taken at a meeting of members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote thereon.

Section 6. Attendance - Members may participate in any meeting through which all persons participating in the meeting are able to hear each other.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. General Powers - The control, management and administration of the Association shall be vested in its Board of Directors. The Board may adopt from time to time policies, regulations and rules governing the Association and to appoint such agents as it deems necessary or appropriate. In addition, the Board of Directors shall:

1.1 Provide for the maintenance and supervision of the Association office and all assets owned and operated by the Association;

1.2 Determine the date and location for each International Conference;

1.3 Cause to be bonded by a surety company all officers and employees of the Association as may be appropriate, at Association expense;

1.4 Review all accounts of the Association, and to cause them to be audited by a certified public accountant at least once each year;

1.5 Develop an annual budget and revise it from time to time as deemed necessary and prudent;

1.6 Establish major administrative policies governing the affairs of the corporation and devise measures for the growth and development of the organization;
1.7 Appoint an association management company or Chief Staff Executive to manage the association;

1.8 Appoint standing committees and all other committees not otherwise provided for;

1.9 Adopt by a two-thirds vote of the entire Board, and from time to time revise by a like vote, a Policy and Procedures manual;

1.10 Fill any vacancies on the Board of Directors for the unexpired portion of the term vacated;

1.11 Conduct the programs, activities, and affairs of the association so as to further the purposes of the Product Development and Management Association, to abide by the requirements of law applicable to nonprofit corporations, and to ensure that any management powers delegated to others shall be exercised under the ultimate direction of the Board.

Section 2. Compensation - Members of the Board of Directors of the Association shall not receive any compensation for services as Board members, except the Chief Staff Executive. Members of the Board may be reimbursed for expenses incurred in attending meetings of the Board, in accordance with policies as may be established by the Board.

Section 3. Number and Representation - The Board of Directors shall consist of 7-9 elected Directors including the Chair, Vice Chair, and Secretary-Treasurer appointed by the Board of Directors. The Chief Staff Executive of PDMA and the JPIM Editor shall be ex officio members of the Board without voting privileges. At the time of taking office and throughout their term, all elected Directors and Officers must be members of PDMA in good standing. The Board of Directors should aspire to represent the diversity of the membership.

Section 4. Term - For the purpose of determining terms of office, a year shall be defined as the calendar year.

Section 5. Nomination - At least four months prior to the annual election date, the Chair shall designate, with the approval of a majority of the Board of Directors, a Nominating Committee as provided in Article IX, Section 3. The Board of Directors will instruct the Nominating Committee concerning the number of Directors to appear on the ballot. The names of each nominee and their detailed biographies shall be published; in print or electronic form, to the Board of Directors for voting and approval.

Section 6. Election - Directors shall be elected by the Board of Directors. The candidate receiving a simple majority of the votes cast for that office shall be declared elected.

Section 7. Voting - The Board of Directors may, at its discretion, submit to the voting members of the Association by mail, fax, e-mail, or web based ballot, any question relating to the affairs of the Association, including but not limited to the election of Directors. Not less than thirty (30) days shall be allowed for voting. Except as otherwise provided in these Bylaws, or the law of Michigan, a majority of the votes cast shall be regarded as a binding instruction to the Board, provided however, ballots of not less than five percent of members eligible to vote are received. Any vote taken shall be conducted in accordance with such policies as may be established by the Board of Directors from time to time.
Section 8. Vacancies - A vacancy occurring on the Board of Directors shall be filled by appointment by the Chair with the approval of a majority of the remaining members of the Board. A successor to such vacancy shall serve for the remainder of the term.

Section 9. Directors

9.1 Term. Each Director shall hold office for a term of three (3) years and until a successor is duly elected and qualified. Directors shall not be elected to serve more than two (2) consecutive three-year terms. There must be a one (1) year waiting period after two (2) consecutive three-year terms.

9.2 Election. Election of Directors shall be staggered, with approximately one-third of the Directors elected each year.

9.3 Removal from Office. A two-thirds (2/3)-majority vote of the Board may initiate and remove a Director from office. Such vote may be taken at any meeting provided that intention to conduct such a vote has been made known to the Director at least thirty (30) days prior to the meeting or sending of the ballot, and an opportunity to be heard has been afforded him/her.

ARTICLE VII OFFICERS

Section 1. Officers - The officers of the Association shall be the Chair, Vice Chair, and Secretary-Treasurer.

Section 2. Term - The term of the Chair shall be two years and may not be renewed beyond the original term. The term of the Vice Chair shall be one year and may be renewed for one additional year upon approval by the Board of Directors and consistent with policies in Article VI, Section 4. The term of the Secretary-Treasurer shall be one (1) year. The Secretary-Treasurer may succeed himself or herself for one (1) additional term in the same position and may be elected for service in another officer position.

Section 3. Duties and Responsibilities - Each officer shall serve as a member of the Board of Directors. At the time of taking office and throughout their term, all elected officers must be members of PDMA in good standing. The officers shall have the following responsibilities:

3.1 Chair

3.1.1 Qualifications. The Chair shall be elected from among and by the current PDMA Board of Directors.

3.1.2 General Duties. The Chair shall serve as PDMA’s chief elected officer and will act as the official spokesperson of the Association; serve ex-officio and as Chairman of the Board of Directors and Executive Committee, preside at meetings of these bodies and at all membership meetings; be an ex-officio member of all committees with the exception of the Nominating Committee; and shall perform such other duties as may be assigned by the Board of Directors.

3.2 Vice Chair
3.2.1. Qualifications. The Vice Chair shall be elected from among and by the current PDMA Board of Directors.

3.2.2. General Duties. The Vice Chair of the Association shall serve as the Vice Chair of the PDMA Board of Directors and Chair of the Operations Committee. The Vice Chair shall have the authority, powers, and responsibilities assigned to the office by the PDMA Board of Directors and the Chair, and shall act under the direction and supervision of the Chair. The Vice Chair shall assist the Chair in performing his or her duties as Chair of the PDMA Board of Directors, and exercise authority consistent with these Bylaws if the Chair is unable to perform.

3.3 Secretary-Treasurer. The Secretary-Treasurer shall be elected from among and by the current PDMA Board of Directors. The Secretary-Treasurer shall oversee and be responsible for the maintenance and preservation of the membership database and other records of the Association, certify, together with the Chair, all official acts relating to it, and ensure that notice is provided to members as required by these bylaws, or by statute. In addition, the Secretary-Treasurer shall oversee and be responsible for the proper conduct of the Association's financial affairs, provide financial information and advice to the Board, and perform such other duties as may be assigned by the Chair or the Board of Directors. This position shall be filled by appointment by the Board of Directors.

3.4 Chief Staff Executive

3.4.1 Appointment. The PDMA Board of Directors shall appoint and engage a qualified individual to serve as the Chief Staff Executive. The Chief Staff Executive shall report to the Chair, and shall be responsible and accountable for the supervision, control, and management of the Association in its administrative, business, financial, and other affairs.

3.4.2 Authority and Duties. The Chief Staff Executive shall be the managing officer of this Association under the supervision of Chair and the control of the Board. The Chief Staff Executive shall perform the duties usually performed by the business manager of a nonprofit corporation. The Chief Staff Executive shall attend and participate in all meetings of the PDMA Board of Directors, except during closed executive sessions when it is so determined. The Board shall prescribe, from time to time, the authority and duties of the Chief Staff Executive in policy.

Section 4. Vacancies - In the event of a vacancy of the Secretary-Treasurer, the Chair shall appoint a successor as specified in Article VI, Section 8. If the office of Chair is vacant, the Vice Chair shall assume the role for the remainder of the term. If the office of Vice Chair is vacant the Board of Directors shall elect an individual from among the elected Directors and Officers to serve for the remainder of the term.

Section 5. Removal - An officer may be removed from office upon a majority vote of the Board of Directors present at a meeting at which a quorum is present, provided notice of the intent to conduct such a vote has been given in writing to the officer at least 30 days prior to the meeting and an opportunity to be heard has been afforded him/her.

ARTICLE VIII
MEETINGS OF THE BOARD OF DIRECTORS
Section 1. Regular Meetings - The Board of Directors shall meet at least twice a year. The Chair, with the approval of the Executive Committee, shall designate the time and place for all meetings of the Board.

Section 2. Special Meetings - Special meetings of the Board of Directors may be called by or at the request of the Chair or by the Chair at the request of a majority of either the Board of Directors or the Executive Committee. The Chair shall then fix the time and place for holding any Special Meeting called.

Section 3. Notice of Meetings - Notice of any Regular or Special Meeting, specifying the time, place and purpose of the meeting shall be sent to all members of the Board of Directors by mail, fax, e-mail or web-based system not less than 15 days prior to any Regular or Special Meeting date.

Section 4. Quorum - Participation by a simple majority of members of the Board of Directors shall constitute a quorum.

Section 5. Manner of Acting - Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, the vote of a simple majority of the Board members present and voting at a meeting at which a quorum is present constitutes effective action of the Board.

Section 6. Attendance - A member of the Board may participate in a meeting by teleconference, web based meeting arrangement, or similar communications by means of which all persons participating in the meeting can communicate with each other in real time. Participation in a meeting pursuant to this subsection constitutes presence in person at the meeting.

Section 7. Action Without Meeting - Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, before or after the action all members of the Board consent in writing. In the event an action requiring Board approval is taken without a meeting and prior to approval, such consent must be requested and received within 30 days of the action or the action will be deemed invalid and without effect. The written consents shall be filed with the minutes of Board proceedings, and shall have the same effect as a vote of the Board for all purposes.

ARTICLE IX
COMMITTEES

Section 1. Executive Committee

1.1. Composition - The Executive Committee shall be chaired by the Chair and composed of the Chair, Vice-Chair and Secretary-Treasurer. The Chief Staff Executive shall be an ex officio member without voting rights.

1.2. Authority - The Executive Committee may act in the place of the Board of Directors when authority is designated by the Board or in emergency matters where Executive Committee action is temporary and subject to ratification by the Board. The Executive Committee shall have the authority to perform the business and functions of PDMA between meetings of the Board of Directors, except as otherwise set forth in these Bylaws, as may be amended, or where prohibited by law and shall report to the Board of Directors any action taken. The delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual officer.
or member of the Board of Directors of any responsibility imposed by law. The Executive Committee will analyze opportunities and threats that might affect the organization, and determine future goals of the association. The Executive Committee will maintain and recommend guidelines of conduct for all Board members, shall supervise an annual peer evaluation of all Board members and shall review on an annual basis the performance of the management company or Chief Staff Executive.

1.3. Meetings and Voting - The Executive Committee shall meet monthly at minimum, except in months with a regularly scheduled Board of Directors meeting by conference call upon the request of the Chair or a majority of the Executive Committee. Each member shall have one (1) vote. Two (2) members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee. Voting at meetings will be captured in minutes.

1.4. Action by Written Consent - Any action requiring a vote of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the members of the Executive Committee entitled to vote with respect to the subject matter thereof.

Section 2. Operations Committee

2.1 Composition - The Operations Committee shall be chaired by the Vice Chair and composed of the Vice Presidents/Committee Chairs and Chief Staff Executive, who shall be an ex officio member without voting rights.

2.2 Authority – The Operations Committee shall plan and implement programs, taking action as needed consistent with PDMA policy to carry out the strategy of the Association. The Chief Staff Executive and the Vice Chair shall present a slate of Vice President candidates for the Board of Directors for consideration and Vice Presidents shall be elected by a majority vote of the Board of Directors at its last meeting of the calendar year and shall take office on January 1 of the following year. At the time of taking position and throughout their term, all elected Vice Presidents and committee members must be members of PDMA in good standing.

Section 3. Nominating Committee - The Nominating Committee shall be chaired by the Immediate Past Chair and shall consist of at least two (2) members of the Board of Directors, neither of whom shall be eligible for re-election in the upcoming election and two (2) individuals from the voting membership selected by the Chair and approved by the Board of Directors. Each Nominating Committee member shall serve a one (1) year term and at the time of taking position and throughout their term must be members of PDMA in good standing. If the Immediate Past Chair is ineligible, unable or unwilling to serve as the Committee Chair, the Chair shall appoint a replacement Committee Chair. It shall be the duty of this committee to nominate at least one candidate for each elective office scheduled to expire at the end of the calendar year. This committee shall also recommend members of the Board to serve as Chair and Vice Chair.
Section 4. **Other Committees** - The Chair and the Chief Staff Executive, with the approval of the Board of Directors, shall have the authority to appoint other Committees as necessary or appropriate to meet the needs of the organization.

Section 5. **Manner of Acting** - Each Committee, to the extent provided in the resolution creating such Committee and except as limited by law, the Articles of Incorporation or these Bylaws, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such Committees and the delegation of authority shall not operate to relieve the Board of Directors, or any individual Director or Officer, of any responsibility imposed by law. Unless otherwise provided in the resolution creating a Committee or in these Bylaws, such Committee may select its Chair, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure which shall not be inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a simple majority of the whole Committee shall constitute a quorum and the act of a simple majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Section 6. **Term of Office** – Each committee chair shall serve a term of one (1) year with the ability to serve two (2) consecutive terms unless the Committee shall be sooner terminated or unless such committee chair is removed from such Committee, or unless such committee chair shall cease to qualify as a member thereof.

Section 7. **Removal** – Committee chairs may be removed by a majority vote of the Board of Directors.

Section 8. **Vacancies** - Vacancies in the Chair position of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 9. **Action Without Meeting** - Any action that may be taken at a meeting of a Committee may be taken without a meeting if, before or after the action all members of the Committee consent in writing or via electronic communication. In the event an action requiring Committee approval is taken without a meeting and prior to approval, such consent must be requested and received within 30 days of the action or the action will be deemed invalid and without effect. The written consents shall be filed with the minutes of Committee proceedings, and shall have the same effect as a vote of the Committee for all purposes.

Section 10. **Attendance** - Members of a Committee may participate in any meeting through the use of a teleconference, web based meeting arrangement, or similar communications by means of which all persons participating in the meeting can communicate with each other in real time. Such participation in a meeting shall constitute presence in person at the meeting.

**ARTICLE X**
**CHAPTERS**

Section 1. **Organization and Name** - An Association Chapter may be organized and chartered subject to approval by the Vice President of Chapter Development. An approved and chartered Chapter shall be designated as the "_____" Chapter of the Product Development & Management Association.
Section 2. **Eligibility** - A group of five (5) or more members may apply to the Vice Chair or authorization to organize a Chapter. The applicants must specify the regional area from which membership is to be derived, in accordance with guidelines for Chapter organization as established by the Vice Chair from time to time.

Section 3. **Bylaws** - Each Chapter shall operate in conformance with these Bylaws.

Section 4. **Officers**

4.1 Chapter Board. The Chapter shall be governed by the Chapter Board. The Chapter Board shall consist of the Chapter Officers, elected and appointed and the Immediate Past Chapter President.

4.2 Elective Officers. After the second year of a Chapter’s existence, if not sooner, the elective offices of each Chapter shall be a President, a President-elect (may also be named Senior Vice President and serve an operating role as per below in Section 4.3) and a Secretary-Treasurer. The role of Secretary may be separated from that of the Treasurer and each office be held by individuals. The term of office is one (1) year and elected officers may succeed themselves one time consecutively. No Chapter officer may be re-elected to succeed themselves in the same office after serving two (2) consecutive terms.

4.3 Other Officers. The other officers of the Chapter may be elected or may be appointed by and shall serve at the will of the Chapter President, subject to the approval of the chapter board. Additional Chapter officers may include, but are not limited to, Vice President Programs, Vice President Membership, Vice President Marketing, and Past Chapter President. Officers shall be eligible for re-election or re-appointment for one (1) succeeding term only.

4.4 Qualifications. At the time of taking office and throughout their term, all elected Chapter officers must be members of PDMA in good standing.

4.5 Term of Office. The terms of all Chapter Officers shall commence on January 1 and terminate on December 31, unless approval is given by the Vice Chair to deviate from these terms.

4.6 Vacancies. A vacancy in any elective office shall be filled by the Chapter Board based upon the recommendation of the Chapter President, or upon recommendation of the highest elected Chapter Officer if the vacancy is in the office of Chapter President. Such appointment shall become effective immediately and will run until the next succeeding Chapter Board meeting at which time such appointment shall be confirmed or another individual member elected to the office.

4.7 Legal Status of Chapters. Chapters are integral parts of the Product Development & Management Association, a Michigan nonprofit corporation, and, as administrative units of that corporation, their activities and affairs shall be managed, and their powers exercised, under the ultimate direction of the Board of Directors of the Product Development & Management Association. Chapters are not independent or autonomous legal entities.
Section 5. Financial Control - No Chapters will maintain autonomous savings or checking accounts and must process all revenues and expenses derived from Chapter activities through the PDMA Secretary-Treasurer, who will provide the Chapters with quarterly financial reports.

Section 6. Use of PDMA Intellectual Property - Chartered Components shall use PDMA names, trademarks, logos, symbols and other intellectual property in a manner, which is consistent with these Bylaws and all applicable policies.

Section 7. Revocation of a Chapter Charter - A Chapter may be dissolved and its Charter revoked if it does not hold at least two (2) meetings in a twelve month period; or if its activities are inconsistent with the Association’s purposes as set forth in Article II of these Bylaws; or it otherwise fails to comply with policies as may be adopted by the Board of Directors of the Association. Dissolution and Charter revocation for any of these reasons shall be by vote of a majority of the Association's Board of Directors. Within 30 days after such vote, all monies and other assets held by or accruing to the dissolved Chapter shall be forwarded to the Secretary-Treasurer of the Association.

ARTICLE XI
INTERNATIONAL AFFILIATION

PDMA, as an international association, seeks cooperation with organizations (“partners”) that want to develop and conduct activities on product development and management endorsed by the PDMA.

Section 1. Establishment - The PDMA Board shall develop and approve policies and criteria which control and regulate the establishment and operation of chartered Affiliates, and other groups, consistent with the authority and limitations granted in the Articles of Incorporation, these Bylaws, and applicable PDMA policies. Each Affiliate will adopt the Standard Bylaws for Affiliates of the Product Development & Management Association and agree to the terms of the Charter Agreement.

Section 2. Qualification - PDMA considers only those relationships that after initial study appear to add to PDMA’s mission without significantly affecting PDMA’s resources and ability to act as a not-for-profit organization.

Section 3. Status and Limitations

3.1 Legal Entity. The Affiliate is an independent legal entity, separate from PDMA and every other PDMA Chapter and Affiliate.

3.2 Limitations. Affiliates are limited to activities set forth in their approved charter. At all times, the Charter, the bylaws, and the activities of any Affiliate must be consistent with these Bylaws, applicable policies, and all legal requirements including those in the jurisdiction in which the Affiliate is located.

Section 4. Charter Review - The PDMA Board of Directors may review each Affiliate on an annual basis to ensure compliance with all requirements and policies established by the PDMA Board. The PDMA Board retains the sole and exclusive authority to approve, suspend, deny, or revoke any Affiliate charter, consistent with these Bylaws and all applicable policies. In the event that probationary action is recommended and approved by the PDMA Board of Directors, the Affiliate charter may be suspended.
Section 5. **Use of PDMA Intellectual Property** - Chartered Components shall use PDMA names, trademarks, logos, symbols and other intellectual property in a manner which is consistent with these Bylaws and all applicable policies.

Section 6. **Dissolution** - The PDMA Board of Directors shall dissolve any Affiliate by revocation or non-renewal of the Affiliate Charter, by declaring that the grouping of members is no longer an Affiliate. Revocation and/or non-renewal of an Affiliate Charter shall occur when the PDMA Board of Directors determines that the Affiliate is no longer a viable entity, or that such an action is in the best interests of the PDMA and in accordance with applicable policies.

**ARTICLE XII**

**FISCAL YEAR**

The Association's fiscal year shall be as determined by the Board of Directors.

**ARTICLE XIII**

**INDEMNIFICATION AND INSURANCE**

Directors, Officers, Chapter Officers and staff are indemnified by PDMA to the full extent permitted by law.

**ARTICLE XIV**

**DISSOLUTION**

The Association shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation and these Bylaws, and no parts of its funds shall inure, or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified professional societies, trade associations, charitable, educational, scientific or philanthropic organizations exempt from taxation under Internal Revenue Code 501 (c) selected by the Board of Directors.

**ARTICLE XV**

**AMENDMENT OF BYLAWS**

The Bylaws may be amended by an affirmative vote of at least two-thirds of the Board of Directors at a duly constituted Board meeting.

*Revised by the Board of Directors on December 11, 2014*