

# Chapter Bylaws

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*Project management Institute Southwest Missouri Chapter, INCORPORATED*

*Effective February 1, 2010*

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## Article I – Name, Principal Office; Other Offices

### Section 1. Name/Non-Profit Incorporation

This organization shall be called the Project Management Institute, Southwest Missouri Chapter (hereinafter “PMI SWMO CHAPTER”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of the state of Missouri. All components formed within the United States must be incorporated as 501(c) (6) organization.

### Section 2. Jurisdiction

The PMI SWMO CHAPTER shall meet all legal requirements in the jurisdiction(s) in which the PMI SWMO chapter conducts business or is incorporated/registered.

### Section 3. Principal Office; Other Offices

The principal office of the chapter shall be located in the city of Ozark, in the state of Missouri. The PMI SWMO CHAPTER may have other offices such as Branch offices as designated by the PMI SWMO CHAPTER Board of Directors.

## Article II – Relationship to PMI

### Section 1. Responsibility to PMI

The PMI SWMO CHAPTER is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

### Section 2. Bylaws

The bylaws of the PMI SWMO CHAPTER may not conflict with the current PMI’s Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the PMI SWMO’s Charter with PMI.

### Section 3. Terms of Charter

The terms of the Charter executed between the PMI SWMO CHAPTER and PMI®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the PMI SWMO CHAPTER shall be governed by and adhere to the terms of the Charter.

## Article III – Purpose and Limitations of the PMI SWMO CHAPTER

### Section 1. Purpose of the PMI SWMO CHAPTER

- A. General Purpose. The chapter has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of

project management in the Southwest Missouri area in a conscious and proactive manner.

- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI SWMO CHAPTER and PMI and these Bylaws, the purposes of the PMI SWMO CHAPTER shall include the following:
- a) To foster professionalism in the management of projects.
  - b) To contribute to the quality and scope of project management.
  - c) To stimulate appropriate global application of project management for the benefit of general public.
  - d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.
  - e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

## **Section 2. Limitations of the PMI SWMO CHAPTER**

- A. General Limitations. The purposes and activities of the PMI SWMO CHAPTER shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI SWMO CHAPTER Articles of Incorporation.
- B. The membership database and listings provided by PMI to the PMI SWMO CHAPTER may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI SWMO CHAPTER, consistent with PMI policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the PMI SWMO CHAPTER shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

## **Article IV - Chapter Membership**

### **Section 1. General Membership Provisions**

- A. Membership in the PMI SWMO CHAPTER requires membership in PMI®. The PMI SWMO CHAPTER shall not accept as members any individuals who have not been accepted as PMI® members. Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or

mental disability.

- B. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMI SWMO CHAPTER and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and chapter membership dues to PMI and in the event that a member resigns or their membership is revoked for just cause, membership dues shall not be refunded by PMI or the PMI SWMO CHAPTER.
- D. Membership in the PMI SWMO CHAPTER shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the PMI SWMO CHAPTER. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI SWMO CHAPTER to PMI within such one month delinquent period.
- F. Upon termination of membership in the PMI SWMO CHAPTER, the member shall forfeit any and all rights and privileges of membership.
- G. Members, who attend 75% of the monthly chapter meetings in the year preceding nomination, will have the opportunity to be nominated for any open board positions. Upon nomination, member is required to submit conflict of interest questionnaire and resume in support of candidacy.

## **Section 2. Classes and Categories of Members**

The PMI SWMO CHAPTER shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.

## **Article V –Chapter Board of Directors**

### **Section 1. Governance**

The PMI SWMO CHAPTER shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

### **Section 2. Board Officers**

The Board shall consist of the officers of the PMI SWMO CHAPTER elected by the membership and shall be members in good standing of PMI and of the PMI SWMO CHAPTER.

### **Section 3. Terms of Office**

Terms of office for the Officers shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than four (4) consecutive terms on the Board in general. These positions are staggered so that less than fifty (50) percent of the board members are elected each year.

## **Section 4. Positions and Duties**

- A. President shall be responsible for the following:
  - a. Act as chief executive officer for the PMI Southwest Missouri Chapter and of the Board
  - b. Perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board
  - c. Serve as a member ex-officio with the right to vote on all committees except the Nominating Committee
- B. Vice President, Administration & Finance shall be responsible for the following:
  - a. The vice president of Administration and Finance shall oversee the management of funds for duly authorized purposes of the PMI SWMO CHAPTER.
  - b. Keep the records of all business meetings of the PMI Southwest Missouri Chapter and meetings of the Board.
- C. Vice President, Membership shall be responsible for the following:
  - a. Development and maintenance of a Chapter membership plan that assures continued growth through aggressive recruiting and partnering with major area employers and the development and implementation of a retention program.
  - b. Develop volunteer plan and opportunities for volunteers.
- D. Vice President, Marketing & Communications shall be responsible for the following:
  - a. Publicity of the local PMI Southwest Missouri Chapter and PMI to internal and external publications and through collaborating with local businesses
  - b. Promoting the project management profession through the planning and coordination of special events, as identified by the Chapter Board, designed to enhance and expand the skills and knowledge of project managers.
  - c. Promoting the local chapter through publications, newsletters, web media and other documentation designed to enhance and expand the Chapter and PMI.
- E. Vice President, Programs and Professional Development shall be responsible for the following:
  - a. Development and delivery of programs relating to project management for each scheduled Chapter meeting. The content of these programs is to be consistent and in accordance with the objectives of the PMI Southwest Missouri Chapter and with approval of the Chapter Board of Directors.
  - b. Promoting the project management profession through the development of educational

publications, seminars, and workshops designed to enhance and expand the skills and knowledge of project managers.

### **Section 5. Powers of the Board**

The Board shall exercise all powers of the PMI SWMO CHAPTER, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, its charter with PMI, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and PMI Bylaws and policies, and to exercise authority over all PMI SWMO CHAPTER business and funds.

### **Section 6. Board Meetings**

The Board shall meet at the call of the chapter president, or at the written request of three (3) members of the Board. 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 and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

### **Section 7. Officer Vacancy**

The Board of Directors shall declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the PMI SWMO CHAPTER by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings without good cause, as determined by the chapter president.

If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the chapter president is unable or unwilling to complete the current term of office, the vice-president of Administration and Finance shall assume the duties and office of the presiding officer for the remainder of the term.

### **Section 8. Officer Resignation**

An officer or Director at Large may resign by submitting written notice to the chapter president and vice-president of Administration and Finance. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

### **Section 9. Officer Removal**

An officer or Director at Large may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

## **Article VI - Chapter Nominations and Elections**

### **Section 1. Nominations**

The nomination and election of officers and directors shall be conducted annually in accordance with the

terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of the PMI SWMO CHAPTER shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

### **Section 2. First Day of term**

Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

### **Section 3. Nominating Committee**

A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

### **Section 4: Funding Prohibitions**

In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of candidates for PMI, Component or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

## **Article VII - Chapter Committees**

### **Section 1. Authorization**

The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. The PMI SWMO CHAPTER officers and/or Directors can serve on be on the chapter Committees, unless it specifically is restricted by the Bylaws.

### **Section 2. Committee Appointment**

All committee members and a chairperson for each committee shall be appointed by the chapter president with the approval of the Board

## **Article VIII - Chapter Finance**

### **Section 1. Fiscal Year**

The fiscal year of the PMI SWMO CHAPTER shall be from 1 January to 31 December.

### **Section 2. Annual Membership Dues**

PMI SWMO CHAPTER annual membership dues shall be set by chapter's Board and communicated to PMI in accordance with policies and procedures established by PMI.

### **Section 3. Financial Management Policies**

The PMI SWMO CHAPTER Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

### **Section 4. Dues Collections**

All dues billings, dues collections and dues disbursements shall be performed by PMI.

## Article IX – Meetings of the Membership

### **Section 1. Annual Membership Meeting**

An annual meeting of the membership shall be held at a date and location to be determined by the Board.

### **Section 2. Special Member Meetings**

Special meetings of the membership may be called by the chapter president, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the chapter president.

### **Section 3. Annual Meeting Notice**

Notice of all annual meetings shall be sent by the Board to all members at least 45 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

### **Section 4. Special Meeting Notice**

Notice of all special meetings shall be sent by the Board in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

### **Section 5. Quorum**

Quorum at all annual and special meetings of the PMI SWMO CHAPTER shall be those members in good standing, present and in person. [Or ten percent (10%) of the voting membership in good standing, present and in person.]

### **Section 6. Meeting Procedures**

All meetings shall be conducted according to parliamentary procedures determined by the Board.

## Article X – Branches of the PMI SWMO Chapter

### **Section 1. Establishing a Branch**

Upon written permission granted by PMI via the charter agreement, the Chapter shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter “Branch”) for the purpose of delivering its services locally. A Branch of PMI SWMO CHAPTER shall be governed by these Bylaws and shall conduct its business in compliance with PMI SWMO CHAPTER’s policies and procedures and its charter with PMI.

### **Section 2. Geographic Area**

Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined of the Chapter.

### **Section 3. Distribution of Dues**

All chapter dues & fees will be collected by PMI® on behalf of the PMI SWMO CHAPTER and will be forwarded to PMI SWMO CHAPTER. The PMI SWMO CHAPTER will allocate funds to the Branch in accordance to PMI SWMO CHAPTER’s policies & procedures. Branches shall not create its own membership or dues.

### **Section 4. Branch Chair**

The Branch Chair shall either be a member of Chapter’s Board of Directors, or be an Committee Chair and report into a Chapter Board member who oversees the Chapter’s Branch(es).

### **Section 5. Branch Limitations**

Branches shall abide by the limitations consistent with the chapter’s charter agreement with PMI.

## Article XI - Inurement and Conflict of Interest

### **Section 1. Prohibition of member gain**

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

### **Section 2. Prohibition of Appointed Officer gain**

No officer, director, appointed committee member or authorized representative of the PMI SWMO CHAPTER shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI SWMO CHAPTER of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

### **Section 3. Contracts and Transactions**

PMI SWMO CHAPTER may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI SWMO CHAPTER and any corporation, partnership, association or other organization in which one or more of PMI SWMO CHAPTER’s

directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction;
- B. the board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to PMI SWMO CHAPTER and complies with the laws and regulations of the applicable jurisdiction in which PMI SWMO CHAPTER is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

#### **Section 4. Applicable Law**

All officers, directors, appointed committee members and authorized representatives of the PMI SWMO CHAPTER shall act in an independent manner consistent with their obligations to the PMI SWMO CHAPTER and applicable law, regardless of any other affiliations, memberships, or positions.

#### **Section 5. Interest Disclosure**

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

### **Article XII - Indemnification**

#### **Section 1. Indemnity**

In the event that any person who is or was an officer, director, committee member, or authorized representative of the PMI SWMO CHAPTER, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI SWMO CHAPTER, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

#### **Section 2. Discretionary Indemnification**

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. Liability Insurance**

To the extent permitted by applicable law, the PMI SWMO CHAPTER may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the PMI SWMO CHAPTER, or is or was serving at the request of the PMI SWMO CHAPTER as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

## **Article XIII- Amendments**

### **Section 1. Majority Requirement**

These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot, present at an annual meeting of the PMI SWMO CHAPTER duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least forty-five (45) days before such meeting or vote.

### **Section 2. Amendment Proposals**

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

### **Section 3. Amendment Requirements**

All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with the PMI SWMO CHAPTER's Charter with PMI.

## **Article XIV – Dissolution**

### **Section 1. Dissolution**

- A. In the event that the PMI SWMO CHAPTER or its governing officers failed to act according to this bylaws and PMI SWMO's or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the chapter.
  
- B. In the event the PMI SWMO CHAPTER failed to deliver value to its members as outlined in PMI SWMO's business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve the chapter, as per the terms of the Charter.

### **Section 2. Notification of dissolution**

In the event the PMI SWMO CHAPTER is considering to dissolve the chapter, the PMI SWMO chapter's members of the Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

### **Section 3. Dispersal of Assets**

Should the PMI SWMO CHAPTER dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.