



# 2015 PMI-DVC Bylaws

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## **Revision History**

<b>Version</b>	<b>Revision</b>	<b>Submitted on</b>	<b>Approved on</b>
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## **2015 Chapter Bylaws PMI-Delaware Valley Chapter**

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

#### Section 1. Name.

This organization shall be called the Project Management Institute, Delaware Valley Chapter (hereinafter “PMI-DVC”. This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, 501(c) (6) tax exempt organization under the laws of the Commonwealth of PENNSYLVANIA.

Section 2. PMI-DVC shall meet all legal requirements in the jurisdiction(s) in which the PMI-DVC conducts business or is incorporated.

#### Section 3. Principal Office; Other Offices.

The principal office of the PMI-DVC shall be located in Drexel Hill, in the state of Pennsylvania. The PMI-DVC may have other offices such as Branch offices as designated by the PMI-DVC Board of Directors.

### **Article II – Relationship to PMI.**

Section 1. The PMI-DVC is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

Section 2. The bylaws of the PMI-DVC may not conflict with the current PMI Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the PMI-DVC’s Charter with PMI.

Section 3. The terms of the Charter executed between the PMI-DVC 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-DVC shall be governed by and adhere to the terms of the Charter.

### **Article III – Purpose and Limitations of the PMI-DVC**

#### Section 1. Purpose of the PMI-DVC

- A. General Purpose. THE PMI-DVC has been founded as non-profit, tax exempt corporation chartered by PMI, and is dedicated to advancing the practice, science, and profession of project management in a conscientious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI-DVC and PMI and these Bylaws, the purposes of the PMI-DVC 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 local and global application of project management for the benefit of the general public.
  - d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and 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.
  - f) To build relationships that foster interactions between elements of the community and the profession of project management.
  - g) To offer public educational programs related to the practice and profession of project management.

- h) To recognize, celebrate, and reward excellence in the application of project management principals.

Section 2. Limitations of the PMI-DVC.

- A. General Limitations. The purposes and activities of the PMI-DVC shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI-DVC Articles of Incorporation.
- B. The membership database and listings provided by PMI to the PMI-DVC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI-DVC 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 elected directors shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapter's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

**Article IV – PMI-DVC Membership.**

Section 1. General Membership Provisions.

- A. Membership in the PMI-DVC requires membership in PMI®. The PMI-DVC 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-DVC 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 PMI-DVC 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-DVC.
- D. Membership in the PMI-DVC 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-DVC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI-DVC to PMI within the one month delinquent period.
- F. Upon termination of membership in the PMI-DVC, the member shall forfeit any and all rights and privileges of membership.
- G. Only active members of PMI and PMI-DVC may hold elected offices and vote at meetings of the membership.

Section 2. Classes and Categories of Members. The PMI-DVC shall not create its own membership categories. PMI-DVC membership categories shall be consistent with PMI membership categories.

## **Article V – PMI-DVC Board of Directors:**

Section 1. The PMI-DVC shall be governed by a Board of Directors consisting of nine Directors at Large (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation.

Section 2. The Board shall be elected by the membership and shall be members in good standing of PMI and of the PMI-DVC. Terms of office for Board members shall be two (2) years and limited to three (3) consecutive terms on the Board in general. Board members may serve consecutive terms in the same role if it benefits the chapter. These terms are staggered so that about half of the Board members are elected each year.

Section 3. The Board shall exercise all powers of the PMI-DVC 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-DVC business and funds.

Section 4. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. A quorum shall consist of no less than one-half 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 only if in attendance. At its discretion, the Board may conduct its business by teleconference, or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 5. The Board of Directors may 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-DVC by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings without the approved excuse from the Executive Committee. An officer or Director at Large may resign by submitting written notice to the Secretary. 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 6. A Director at Large may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 7. If any 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 President is unable or unwilling to complete the current term of office, the Executive Vice President shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

### **Section 8. Officers**

- a. PMI-DVC shall have four (4) officers who serve in the following positions: President, Executive Vice President, Secretary, and Treasurer. All officers must be members in good standing of PMI and PMI-DVC. The functional Officer roles will be determined each year after the election by Board majority vote. The Officers of PMI-DVC shall constitute the Executive Committee.
- b. The President shall be the Chief Executive Officer of PMI-DVC and serves as Chairman of the Board; The President shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board of Directors. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.
- c. The Executive Vice President shall be the Chief Operating Officer.

- d. The Secretary shall serve as PMI-DVC Corporate Secretary and shall keep the records of all Board and General Membership meetings. The Secretary shall be responsible for corporate notifications to the general membership
- e. The Treasurer shall serve as PMI-DVC Corporate Treasurer and shall oversee the management of funds for duly authorized purposes.

#### **Article VI – PMI-DVC Nominations and Elections:**

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the requirements contained in these Bylaws. All voting members in good standing of the PMI-DVC shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of January, or the first day of the month following their election, whichever is later and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee shall prepare a slate containing nominees for the open Director at Large positions and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Director at Large positions may also be nominated by a petition process established by the Nominating Committee. Elections shall be conducted (a) during an annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each available Director at Large position shall be elected. Ballots shall be counted by the Nominating Committee and results reported to the Board and noted in the meeting minutes.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

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

#### **Article VII – PMI-DVC Committees.**

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall approve a Charter for each committee, which defines its purpose, funding, authority and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. The PMI-DVC officers and/or Directors can serve on PMI-DVC Committees, unless specifically restricted by these Bylaws.

Section 2. All committee chairpersons and members shall be appointed by the President with the approval of the Board.

#### **Article VIII - PMI-DVC Finance.**

Section 1. The fiscal year of the Delaware Valley Chapter shall be from 1 January to 31 December.

Section 2. PMI-DVC annual membership dues shall be set by the PMI-DVC's Board and communicated

to PMI in accordance with policies and procedures established by PMI.

Section 3. The PMI-DVC Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI.

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

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board. Notice of all annual meetings shall be sent by the Board to all members at least 30 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 2. Special meetings of the membership may be called by the President; by a majority of the Board; or by petition of ten percent (10%) of the voting membership directed to the President. Notice of all special meetings shall be sent by the Secretary to the membership a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. 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 3. A quorum at all annual and special meetings of the PMI-DVC shall be those members in good standing, present and in person.

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

#### **Article X – Branches of the PMI-DVC**

Section 1. Establishing a Branch.

Upon written permission granted by PMI via the charter agreement, the PMI-DVC 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-DVC shall be governed by these Bylaws and shall conduct its business in compliance with PMI-DVC’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 by PMI-DVC.

Section 3. Distribution of Dues.

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

Section 4. The Branch Chair shall either be a member of the PMI-DVC’s Board of Directors, or report directly to a PMI-DVC Board member who oversees the PMI-DVC’s branches.

Section 5. Limitations: Branches shall abide by the limitations consistent with the PMI-DVC’s charter agreement with PMI.

#### **Article XI - Inurement and Conflict of Interest:**

Section 1. No member of the PMI-DVC shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Delaware Valley Chapter except as



otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the PMI-DVC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI-DVC 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. PMI-DVC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI-DVC and any corporation, partnership, association or other organization in which one or more of PMI-DVC'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-DVC and complies with the laws and regulations of the applicable jurisdiction in which PMI-DVC is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board of Directors.

Section 4. All officers, directors, appointed committee members and authorized representatives of the PMI-DVC shall act in an independent manner consistent with their obligations to the PMI-DVC and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMI-DVC 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. They will confirm their agreement with this disclosure by signing an annual Conflict of Interest Agreement.

## **Article XII - Indemnification:**

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the PMI-DVC acting in good faith and in a manner reasonably believed to be in the best interests of the PMI-DVC has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the PMI-DVC 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-DVC or is or was serving at the request of the PMI-DVC 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. These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMI-DVC duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent by the secretary to the membership at least thirty (30) days before such meeting or vote.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented to the Board for consideration.

Section 3. All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with PMI-DVC's Chapter Charter with PMI.

### **Article XIV – Dissolution:**

Section 1. In the event that the PMI-DVC or its governing officers failed to act according to these bylaws, its policies or all PMI® policies, procedures, and rules outlined in the Charter agreement, PMI® has a right to revoke the PMI-DVC's Charter and require the chapter to seek dissolution.

Section 2. In the event the PMI-DVC failed to deliver value to its members as outlined in PMI-DVC's Strategic Plan and without mitigated circumstance, the PMI-DVC acknowledges that PMI® has a right to revoke the PMI-DVC Charter and require the chapter to seek dissolution.

Section 3. In the event the PMI-DVC is considering dissolving, the Secretary of the Board of Director must notify PMI® in writing and follow the chapter dissolution procedure as defined in PMI's policy.

Section 4. Should the PMI-DVC dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5. Unless superseded by law, dissolution of the PMI-DVC entity must be approved by a majority of the members voting on the motion to dissolve.

\*\*\* End \*\*\*