



# PMI-Delaware Valley Chapter Bylaws

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## Revision History

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## **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<sup>®</sup>”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI<sup>®</sup>”) and separately incorporated as a nonprofit, 501(c) (6) tax exempt organization under the laws of the Commonwealth of PENNSYLVANIA.

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

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

The principal office of the PMI-DVC<sup>®</sup> shall be located in the Commonwealth of Pennsylvania. The PMI-DVC<sup>®</sup> may have other offices such as Branch offices as designated by the PMI-DVC<sup>®</sup> Board of Directors.

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

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

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

Section 3. The terms of the Charter executed between PMI-DVC<sup>®</sup> and PMI<sup>®</sup>, 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<sup>®</sup> shall be governed by and adhere to the terms of the Charter.

### **Article III – Purpose and Limitations of the PMI-DVC<sup>®</sup>**

#### Section 1. Purpose of the PMI-DVC<sup>®</sup>

- A. **General Purpose.** THE PMI-DVC<sup>®</sup> has been founded as a nonprofit, tax-exempt corporation chartered by PMI<sup>®</sup>, 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<sup>®</sup> and PMI<sup>®</sup> and these Bylaws, the purposes of the PMI-DVC<sup>®</sup> 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 others 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) Build professionalism and excellence in Project Managers.
  - g) Provide opportunities for Project Managers to obtain and maintain certification.

- h) Provide programs and opportunities to grow in Project Management knowledge and skills.
  - i) Provide a forum for members to discuss project management concepts and principles.
  - j) Promote the profession of project management.
  - k) Provide an environment for members to benefit from professional development, networking and recognition.
  - l) To build relationships that foster interactions between elements of the community and the profession of project management.
  - m) To offer public educational programs of high quality related to the practice and profession of project management.
  - n) To recognize, celebrate, and reward excellence in the application of project management principals.
  - o) Provide opportunities for members to give back to the profession and the community.
  - p) Promote awareness and add value to our communities through outreach.
  - q) Provide in-person and virtual opportunities for the membership to participate in Chapter events
  - r) To commit to diversity with a consistent and fair treatment of all individuals, irrespective of, and not limited to, race, gender, physical ability, ethnicity, national origin, religion, veteran status, sexual orientation, gender identification, political in person and virtual opportunities to the membership limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI-DVC® Articles of Incorporation.
- A. 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.
- B. 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 laws.

## Section 2. Limitations of the **Delaware Valley Chapter®**.

A. General Limitations. The purposes and activities of the Delaware Valley Chapter® shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Delaware Valley Chapter®’s Articles of Incorporation.

B. The membership database and listings provided by PMI® to the Delaware Valley Chapter® may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Delaware Valley 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 Delaware Valley Chapter® 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®. All PMI® members will be required to affiliate with a Chapter. The PMI-DVC® shall not accept as members any individuals who have not been accepted as PMI® members. Membership in this organization shall be open to any eligible person without regard to race, gender, physical or mental disability, ethnicity, national origin, religion, veteran status, sexual orientation, gender identification, political views or age
- 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 Ethics & Professional 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 and are delinquent for a period of one (1) month shall have 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®.
- 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 for PMI-DVC® and vote at official meetings of the membership and Board Meetings

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 (9) Directors at Large (Board). The Board shall be responsible for carrying out the purposes and objectives of the nonprofit corporation. The Board, by two thirds (2/3) vote may change the number of Directors at any time who will stand for election for a full term by the membership at the next annual election.

Section 2. The Board shall be elected by the membership and shall be members in good standing of PMI® and of the PMI-DVC®. At the first Board Meeting following the Election, the Board shall elect Officers for the following year. Terms of office for Officers shall be two (2) years in the same position and limited to three (3) consecutive terms on the Board in general. Board members may serve one additional consecutive term in the same position if it benefits the chapter by a two thirds (2/3) vote of the Board, No Board member may serve for no more than four (4) consecutive terms (eight (8) consecutive years) on the Board in general. 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. Officers

- a. PMI-DVC<sup>®</sup> shall have three (3) officers who serve in the following positions: President, Secretary, and Treasurer. All officers must be members in good standing of PMI<sup>®</sup> and PMI-DVC<sup>®</sup>. The functional Officer roles will be determined each year after the election by Board majority vote. The Officers of PMI-DVC<sup>®</sup> shall constitute the Executive Committee.
- b. The President shall be the Chief Executive Officer of PMI-DVC<sup>®</sup> and serve 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 Secretary shall serve as PMI-DVC<sup>®</sup> 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
- d. The Treasurer shall serve as PMI-DVC<sup>®</sup> Corporate Treasurer and shall oversee the management of funds for duly authorized purposes of PMI-DVC<sup>®</sup>.
- e. Board Members, who are not Officers, shall be designated as Vice Presidents to fulfill various leadership. Examples of these roles might be VP Volunteers, VP Governance, VP Technology, VP Marketing and Communications, VP Professional Development, VP Finance, and VP Administration. These roles will be defined, assigned or changed by a majority vote of the Board. Board members may be assigned to multiple roles.
- f. The Board shall exercise all powers of the PMI-DVC<sup>®</sup>, except as specifically prohibited by these bylaws, the PMI<sup>®</sup> Bylaws and policies, its charter with PMI<sup>®</sup>, 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<sup>®</sup> Bylaws and policies, and to exercise authority over all PMI-DVC<sup>®</sup> business and funds.

Section 5. 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 physical or virtual 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 6. The Board of Directors may declare an officer or Director position to be vacant when an officer or Director ceases to be a member in good standing of PMI<sup>®</sup> or of the PMI-DVC<sup>®</sup> by reason of non-payment of dues, or when the officer or Director fails to attend two (2) consecutive Board meetings without the approved excuse from the Executive Committee. An officer or Director may resign by submitting written or electronic 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 Secretary of the notice.

Section 7. A Director 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 Board. The Board by a two-thirds (2/3) vote may appoint a successor to fill the office for the unexpired portion of the term for the vacant position or the Board may call for a special election by the chapter's membership to fill the vacant position.

Section 8. 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 President is unable or unwilling to complete the current term of office, the Board will select the interim President from active members of the Board. The interim President shall assume the duties and office of the presiding officer for the remainder of the outgoing President's term. The Board may call for a special election by the chapter's membership to fill the vacant position.

## **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, gender, physical or mental disability, ethnicity, national origin, religion, veteran status, sexual orientation, gender identification, political views, age or unlawful purpose is prohibited.

Section 2. New Board Members will join the first Board Meeting following their election and will have up to three months of overlap with the outgoing Board Member for transition into the role. Newly elected Board Members may not vote as Board Members until their term begins in January. Incoming Board Members 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 positions and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Director positions may be nominated by any Chapter Member in good standing or may self-nominate. Elections shall be conducted electronically. The candidates who receive a majority of votes cast for the number of vacancies 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 nor Board Member standing for election may participate in any activities of the Nominating Committee. Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no current member of the Nominating Committee may resign from their position on the committee with the intention to run for a Board Candidate position.

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.

Section 6. All information regarding the candidates will be distributed exclusively by the Nomination Committee through established Chapter communications. Candidates may communicate one-on-one regarding their candidacy only if the communication focuses on their qualifications. Mass communications and campaigning by candidates or their advocates are prohibited.

## **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 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 in collaboration with PMI® 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 to allow the membership the opportunity to participate in such special meetings. The notice should indicate the time and place or method of the meeting and may 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 one half (1/2) of those members in good standing, present and in person or virtually present. Proxies are prohibited.

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 their 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, directly or indirectly 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, directly or indirectly, 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 Delaware Valley Chapter 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 in writing 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 by the Board with or without recommendation.

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 the Delaware Valley Chapter®'s 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 \*\*\*