

## **Chapter Bylaws**

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

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

This organization shall be called the Project Management Institute, Central Indiana Chapter (hereinafter “the PMICIC”). 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 Indiana. ALL Chapters formed within the United States must be incorporated as 501(c)(6) organizations.

Section 2. The PMICIC shall meet all legal requirements in the jurisdiction(s) in which the PMICIC conducts business or is incorporated/registered.

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

The principal office of the PMICIC shall be located in the State of Indiana. The PMICIC may have other offices such as Branch offices as designated by the PMICIC Board of Directors.

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

Section 1. The PMICIC 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 PMICIC 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 PMICIC’s Charter with PMI®.

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

### **Article III – Purposes and Limitations of the PMICIC.**

#### Section 1. Purposes of the PMICIC.

- A. General Purpose. THE PMICIC has been founded as a non-profit, tax-exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.

- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMICIC and PMI and these Bylaws, the purposes of the PMICIC 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 the appropriate 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.

## Section 2. Limitations of the PMICIC.

- A. General Limitations. The purposes and activities of the PMICIC shall be subject to limitations set forth in the charter agreement, and these Bylaws, and conducted consistently with PMICIC Articles of Incorporation.
- B. The membership database and listings provided by PMI to the PMICIC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMICIC, 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 PMICIC 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 – PMICIC Membership.

### Section 1. General Membership Provisions.

- A. Membership in the PMICIC requires membership in PMI®. The PMICIC 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 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 PMICIC 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 PMICIC 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 PMICIC.
- D. Membership in the PMICIC 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 PMICIC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMICIC to PMI® within such one month delinquent period.
- F. Upon termination of membership in the PMICIC, the member shall forfeit any and all rights and privileges of membership.
- G. All PMICIC members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all PMICIC members meeting the qualifications are eligible to run for and hold a PMICIC-elected position.

## Section 2. Classes and Categories of Members.

The PMICIC shall not create its own membership categories. PMI® Chapter membership categories shall be consistent with PMI® membership categories.

## Article V – PMICIC Board of Directors.

(Source: [Chapter Leader Guide: Chapter Volunteer Role Delineation Study](#))

Section 1. The PMICIC 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. The Board shall consist of the officers of the PMICIC elected by the membership and any Director at Large members added to the Board per Section 6, and shall be members in good standing of PMI® and of the PMICIC. 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 eight consecutive years on the Board in general. These positions are staggered so that elections occur each year.

Section 3. The President shall be the president for the PMICIC and of the Board and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve

as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

Section 4. The Secretary shall keep the records of all business meetings of the PMICIC and meetings of the Board.

Section 5. The Treasurer shall oversee the management of funds for duly authorized purposes of the PMICIC.

Section 6. Additional Director at Large positions with voting rights may be added to the Board of Directors for a limited duration, or permanently, by a majority vote of the Board of Directors. The Director at Large positions may be eliminated from the Board by a majority vote of the Board. The term lengths for Director at Large positions will be one or two years and specified when the position is created by the Board.

Section 7. The Board shall exercise all powers of the PMICIC, 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 PMICIC business and funds.

Section 8. The Board shall meet at the call of the President, or at the written request of the minimum of one-half the members of or 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. 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 9. 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 PMICIC by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the President or 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 10: 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.

Section 11: 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 Secretary 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.

#### **Article VI – PMICIC 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, including Article IV, Section 1 Article V, Section 2, and this Article VI. All voting members in good standing of the PMICIC 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 following their election 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 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 a petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during the annual meeting of the membership; (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 office shall be elected. Ballots shall be counted by PMI®, the Nominating Committee or by tellers designated by the Board.

Section 4. No current member of the Nominating Committee, including the Single Point of Contact, shall be eligible for inclusion in the slate of nominees prepared by the 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® or the Chapter may be used to support the election of any candidate or group of candidates for PMI®, Chapter, 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 Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter-elected positions.

#### **Article VII – PMICIC Committees.**

Section 1. 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 PMICIC officers and/or Directors can serve on the PMICIC Committees unless it specifically is restricted by the Bylaws.

Section 2. A chairperson for each committee shall be appointed by the President, with the approval of the Board.

#### **Article VIII - PMICIC Finance.**

Section 1. The fiscal year of the PMICIC shall be from 1 January to 31 December.

Section 2. PMICIC annual membership dues will be agreed upon between PMI® and the PMICIC's Board of Directors and communicated in accordance with policies and procedures established by PMI®.

Section 3. The PMICIC 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 Board 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 PMICIC 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 - Inurement and Conflict of Interest.**

Section 1. No member of the PMICIC shall receive any pecuniary gain, benefit, or profit, incidental or otherwise, from the activities, financial accounts, and resources of the PMICIC, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member, or authorized representative of the PMICIC shall receive any compensation or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMICIC 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. The PMICIC may engage in contracts or transactions with officers, directors, appointed committee members, or authorized representatives of the PMICIC and any corporation, partnership, association, or other organization in which one or more of PMICIC's officers, directors, 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 PMICIC and complies with the laws and regulations of the applicable jurisdiction in which PMICIC 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 PMICIC shall act in an independent manner consistent with their obligations to the PMICIC 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 PMICIC 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 XI - Indemnification.**

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the PMICIC, acting in good faith and in a manner reasonably believed to be in the best interests of the PMICIC, 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 PMICIC 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 PMICIC, or is or was serving at the request of the PMICIC 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 XII- 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 PMICIC 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 PMICIC's Charter with PMI®.

#### **Article XIII – Dissolution.**

Section 1. In the event that the PMICIC or its governing officers fail 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 PMICIC Charter and require the chapter to seek dissolution.

Section 2. In the event the PMICIC fails to deliver value to its members as outlined in PMICIC's annual plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the PMICIC Charter and require the chapter to seek dissolution.

Section 3. In the event the PMICIC is considering dissolving, the PMICIC's members of the Board of Directors must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI®'s policy.

Section 4. Should the PMICIC 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 Chapter entity must be approved by a majority of the members voting on the motion to dissolve.