



Adopted: 08/17/2016

Article I - Name, Principal Office; Other Offices.

Section 1. 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. The principal office of the PMICIC shall be located in Indianapolis, Indiana, or adjacent county. The PMICIC may have other offices such as Branch offices as designated by the PMICIC Board.

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 - Purpose and Limitations PMICIC.

Section 1. Purpose of the PMICIC.

- A. General Purpose. THE PMICIC 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 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 create a dynamic community that provides opportunities for the advancement of the project management procession.
 - b) To be a strategic partner and premier provider of knowledge and expertise to our membership, organizations, and communities, by building an active participative project management community.
 - c) To serve the project management community.
 - d) To provide professional and personal value to members through education, networking, and community.
 - e) To envision a future for the project management community.
 - f) 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.

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, 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 – Central Indiana Chapter 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 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 PMICIC and all policies, procedures, rules and directives lawfully made there under, 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. Members in good standing with PMI® and PMICIC shall have voting rights and shall be eligible to hold elected or appointed office in the PMICIC, subject to the requirements of these bylaws.

Section 2. The PMICIC shall not create its own membership categories. PMI® Chapter membership categories shall be consistent with PMI® membership categories.

Article V - PMI Central Indiana Chapter Board of Directors.

Section 1. The PMICIC shall be governed by a Board of Directors (hereinafter known as "the Board"). The Board shall be responsible for carrying out the purposes and objectives of the PMICIC.

Section 2. The Board shall consist of the Officers of the PMI Central Indiana Chapter elected by the membership and shall be members in good standing of PMI® and 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 four (4) consecutive terms on the Board in general. These positions are staggered so that one half (1/2) are elected each year.

Section 3. The President shall be the chief executive officer for the PMICIC and of the Board, and shall have general charge of the business affairs and property of the PMICIC and general supervision over its other officers and agents and 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 vote on all committees

Section 4. The Executive Vice President & Secretary shall (a) be responsible for keeping the minutes of all meetings and proceedings of the members of the Board, (b) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, (c) have charge of all the corporate books and records except for such financial books and records as are the responsibility of the Vice President of Finance & Treasurer, (d) perform the duties and exercise the powers of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President in the event of his or her death or inability to fulfill this role, and (e) in general perform all the duties as from time to time, may be assigned to him or her by the President or Board.

Section 5. The Vice President of Finance & Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the PMICIC, and all financial books, records and accounts of the PMICIC, (b) receive and give receipts for monies due and payable to the PMICIC from any source whatsoever, and deposit all such monies in the name of the PMICIC in such banks, trust companies or other depositories as shall be selected by the Board, and (c) in general perform all the duties as, from time to time, may be assigned to him or her by the President or Board.

Section 6. The Vice President of Professional Development shall (a) develop and conduct the PMICIC educational programs, activities and materials in accordance with the purposes of the PMICIC and (b) in general perform all of the duties incident to the office of the Vice President of Professional Development and such other duties as, from time to time, may be assigned to him or her by the President or Board.

Section 7. The Vice President of Communications shall (a) ensure the PMICIC communications are established and executed, (b) facilitate the dissemination of communications initiated by the PMICIC to targeted audiences, (c) develop and disseminate the PMICIC newsletter, (d) oversee the development and maintenance of the PMICIC website, and (e) in general perform all of the duties incident to the office of the Vice President of Communications and such other duties as, from time to time, may be assigned to him or her by the President or Board.

Section 8. Vice President of Membership shall (a) take responsibility for membership growth throughout the chapter service area, (b) facilitate the onboarding of new members, (c) recruit and onboard new volunteers, (d) take responsibility for retention of members and volunteers, (e) take responsibility for managing and responding to membership inquiries, and (f) in general perform all of the duties incident to the office of the Vice President of Membership and such other duties as, from time to time, may be assigned to him or her by the President or Board.

Section 9. 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 10. The Board shall meet at least (4) four times a year at the call of the President, or at the written request of three (3) members of the Board directed to the Secretary. A quorum shall consist of a majority 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. At any meeting at which a quorum was present when the meeting was convened, the act of the majority of the Board present when a vote is taken shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or as otherwise provided in these bylaws.

Section 11. The Board may declare an Officer position to be vacant where an Officer 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 fails to meet the requirements of the Office according to chapter policies and role descriptions. An Officer may resign by submitting written notice to the Executive Vice President & 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 12. An Officer 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.

Section 13. If any Officer 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 & Secretary shall assume the duties and office for the remainder of the term 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 - Nominations and Elections.

Section 1. The nomination and election of Officers and directors shall be conducted annually in accordance with the terms of office specified in Article VI, Section 1 and 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 Officer position and shall determine the eligibility and willingness of each nominee to stand for election. Elections shall be conducted (a) during the 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 office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

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® 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 distributors of all election materials for Chapter elected positions.

Article VII - Committees.

Section 1. The Board or a member of the Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board or a member of 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. Non-Members can be appointed to committees on an exception-basis presuming such appointments do not violate PMI or chapter policies. The PMICIC Officers can serve on the PMICIC Committees, unless it specifically is restricted by the Bylaws.

Section 2. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board.

Article VIII - Finance.

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

Section 2. PMICIC annual membership dues shall be set by the PMICIC'S Board and communicated to PMI® 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 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. Quorum at all annual and special meetings of the PMI Central Indiana Chapter 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, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. PMICIC may engage in contracts or transactions with members, elected Officers or directors of the Board, appointed committee members or authorized representatives of 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 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 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 Board 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.

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 an Officer, employee, trustee, agent or authorized representative of the PMICIC, or is or was serving at the request of the PMICIC as an 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 by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMI Central Indiana 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 PMICIC's Charter with PMI.

Article XIII - Dissolution.

Section 1. In the event that the PMICIC 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 Central Indiana Chapter's Charter and require the chapter to seek dissolution.

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

Section 3. In the event the PMI Central Indiana Chapter is considering dissolving, the PMI Central Indiana Chapter's members 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 Central Indiana Chapter 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.