

**Project Management Institute  
Washington, D.C. Chapter  
Bylaws  
(for adoption for 01/01/2011)**

**Bylaw I – Name, Principal Office; Other Offices.**

Section 1. Name/Non-Profit Incorporation.

The name of this organization shall be the Project Management Institute, Washington, D.C. Chapter (hereinafter the “Chapter”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI<sup>®</sup>”) and separately incorporated as a non-profit, tax exempt corporation organized under the laws of Commonwealth of Virginia as a 501 c (6) organization.

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

Section 3. Principal Office; Other Offices.

The principal office of the Chapter shall be located in Alexandria, in the Commonwealth of Virginia. The Chapter may have other offices such as Branch offices as designated by Chapter Board of Directors.

**Bylaw II – Relationship to PMI<sup>®</sup>.**

Section 1. The Chapter 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 Chapter may not conflict with the current PMI<sup>®</sup>'s Bylaws and all policies, procedures, rules or directives established or authorized by PMI<sup>®</sup> as well as with the Chapter's Charter with PMI<sup>®</sup>.

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

**Bylaw III – Purpose and Limitations of the Washington, DC Chapter.**

Section 1. Purpose of the Chapter.

- A. General Purpose. The Chapter has been founded as a non-profit, tax exempt corporation chartered by PMI<sup>®</sup>, and is dedicated to advancing the practice, science, and profession of project management in the geographical area assigned by PMI<sup>®</sup> in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the Chapter and PMI<sup>®</sup> and these Bylaws, the purposes of the Chapter shall include the following:
  - Promote the practice of the profession of Project Management by and for its members.

- Provide opportunities for the project management education and professional development of its members.
- Provide a framework for professional networking and social interaction among its members.

## Section 2. Limitations of the Chapter

- General Limitations.** The purposes and activities of the Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistent with the Chapter's Articles of Incorporation.
- The membership database and listings provided by PMI® to the Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Chapter, consistent with PMI® policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.
- The officers of the 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 Bylaws, Charter Agreement; PMI®'s Bylaws, policies, practices, procedures, and rules; and applicable law.

## **Bylaw IV – Chapter Membership.**

### Section 1. General Membership Provisions.

- Membership in the Chapter requires membership in PMI®. The Chapter shall not accept as members any individuals who have not been accepted as PMI® members.

Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

- Members shall be governed by and abide by the PMI® Bylaws and by the Bylaws of the Chapter and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI® Code of Conduct.
- All members shall pay the required PMI® and Chapter membership dues to PMI® and in the event that a member resigns or their membership is revoked for just cause, membership dues shall not be refunded by PMI® or the Chapter.
- Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- 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 Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the Chapter to PMI® within such one month delinquent period.
- Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of Chapter membership.

- G. All members in good standing of the Chapter may vote on Chapter issues presented to the membership. All members may hold office subject to the requirements specified elsewhere in these Bylaws.

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

### **Bylaw V – Chapter Governance and Operations:**

Section 1. The Chapter shall be administered by an Executive Staff, a Governance Board and an Operations Board which shall together be responsible for carrying out the purposes and objectives of the non-profit corporation. The combined Governance Board and Operations Board will be hereinafter be identified as the Full Board.

- A. The Executive Staff consisting of the Chair, Vice-Chair and Chief Financial Officer is responsible for executive leadership and fulfilling the mission and vision of the Chapter’s business plan.
- B. The Governance Board shall provide for Chapter governance through strategic planning, policy development, annual budgeting approval, operational planning approval, maintenance of Bylaws, management of financial reserves, and oversight of Chapter operations.
- C. The Operations Board shall provide for Chapter services to the membership and the community as reflected in the annual operations plan and budget approved by the Governance Board.

Section 2. The Governance Board shall consist of nine (9) Directors-at-Large and the Chapter Trustee. Terms shall be for three years each. Terms shall be staggered such that three of the Directors-at-Large shall be elected each year by the membership.

- A. The Chair shall be the Chief Executive Officer for the Chapter, shall preside over the Governance Board, and shall perform such duties as are customary for executive officers. The Chair shall be elected by the members of the Governance Board and serve for a term of one year.
- B. The Vice Chair shall be the Chief Operations Officer for the Chapter, shall preside over the Operations Board and shall perform such duties as are customary for operations officers. The Vice Chair shall be elected by the members of the Governance Board and shall serve for a term of one year. It would normally be expected, but is subject to the confirmation of the Governance Board, that the Vice Chair would succeed the Chair.
- C. The Chief Financial Officer shall manage the Chapter accounting and financial matters and serve as trustee of management reserves. The Chief Financial Officer shall be elected by the members of the Governance Board and shall normally serve for a term of one year.
- D. Directors-at-Large shall exercise independent accountability and responsibility on matters

of governance and oversight in the best interest of the membership ensuring that activities and decisions are in alignment with the Chapter charter, bylaws, vision, and mission statements. It is recommended that Directors-at-Large have previous experience serving at least one year as a volunteer in a leadership role for a PMI component.

- E. The Trustee shall provide advice and counsel to the Board based on at least five years of active service on the Chapter Board and be responsible for maintaining Chapter history and official artifacts. The Trustee shall be appointed by the Chair with the consent of the Governance Board and shall serve a term without limit at the pleasure of the Governance Board.

Section 3. The Operations Board shall consist of the Vice-Chair, and Vice Presidents with their roles as defined in the Chapter's Board Structure Policy document. Vice Presidents shall have had previous service to the Chapter as a Vice President, Assistant Vice President, Event Project Manager, or Committee Chair prior to installation and shall be elected by the general membership for a term of two years. Terms shall be staggered such that elections are held for half the Vice Presidents each year. An individual may not hold any specific Vice President position for more than two consecutive terms. From time to time the roles of the Vice Presidents may be adjusted and Vice President positions added or deleted upon the recommendation of the Operations Board and with the approval of the Governance Board.

Section 4. The Governance and Operations Boards shall exercise all powers of the Chapter, except as specifically prohibited by these Bylaws, the PMI® Bylaws and policies, its Charter with PMI®, and the laws of the jurisdiction in which the organization is incorporated/registered. The Governance and Operations 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 Chapter business and funds. The Governance Board has final approval over all Chapter policies.

Section 5. The Governance and Operations Boards shall meet at the call of the Chair and/or Vice-Chair, or at the written request of three (3) members of the specific Board. A quorum shall consist of no less than one-half of the membership of the applicable Board at any given time. Each member shall be entitled to one (1) vote. However, Operations Vice Presidents may designate any of their Assistant Vice Presidents to attend meetings and vote in their stead. At their discretion, the Governance and Operations Boards may conduct business by teleconference, facsimile or other legally acceptable means. Procedures for voting at such meetings shall be consistent with the laws of the Commonwealth of Virginia. Meetings shall be conducted in accordance with parliamentary procedures determined by each Board.

Section 6. A Full Board position shall be deemed vacant when a member ceases to be a member in good standing. A Full Board member may resign by submitting notice to the Chapter Chair. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Chair of such notice.

Section 7: A Full Board member 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 Governance Board.

Section 8: If any Full Board position becomes vacant, the Chair, with the approval of the Governance Board, may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the Chair is unable or unwilling to complete the current term of office, the Vice-Chair shall assume the duties and office of the Chair for the remainder of the term.

## **Bylaw VI - Chapter Nominations and Elections:**

Section 1. The nomination and election of officers shall be conducted annually in accordance with the terms of office specified in Bylaw V. All members in good standing of the Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, sexual orientation, 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 appointed by the Chair shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. The nominating committee shall make a full good-faith effort to identify at least two nominees for each position.

Section 4. Candidates for Full Board positions may also be nominated by petition process established by the Nominating Committee and approved by the Governance Board. Elections shall be conducted by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Full Board. In the event of a tie, the Chapter Trustee shall cast the tie-breaking vote.

Section 5. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 6. In the event that it becomes impossible to comply with any of these election provisions due to the lack of availability of qualified candidates or other similar reasons, such provisions may be waived by a two-thirds (2/3) majority of the Governance Board.

Section 7: In accordance with PMI<sup>®</sup> policies, practices, procedures, rules and directives, no funds or resources of PMI<sup>®</sup> or the Chapter may be used to support the election of any candidate or group of candidates for PMI<sup>®</sup>, 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 Nominating Committee will be the sole distributor of all election materials for Chapter elected positions.

## **Bylaw VII – Chapter Committees:**

Section 1. The Governance and the Operations Board may each authorize the establishment of standing or temporary committees to advance the purposes of the organization. The appropriate Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board which authorized them. Committee members shall be appointed from the membership of the Chapter. The Chapter officers and/or Directors can serve on the Chapter 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 Chapter with the approval of the Governance or Operations Board.

## **Bylaw VIII - Chapter Finance:**

Section 1. The fiscal year of the Chapter shall be from 1 January through 31 December.

Section 2. Chapter annual membership dues shall be set by the Chapter's Governance Board and communicated to PMI<sup>®</sup> in accordance with policies and procedures established by PMI<sup>®</sup>.

Section 3. The Chapter Governance 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. The Executive Staff shall oversee the submittal of a budget from the Operations Board Vice-Presidents to be approved by the Governance Board at the start of each fiscal year. In addition, the Governance Board will conduct quarterly reviews of expenditures versus the budget.

Section 5. The Governance Board will establish an independent financial audit committee of Chapter members that do not hold board positions. This committee will conduct annual audits of Chapter finances.

Section 6. All dues billings, dues collections and dues disbursements shall be performed by PMI<sup>®</sup>.

## **Bylaw 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 Governance Board.

Section 2. Special meetings of the membership may be called either 1) by the Chair, or 2) by a majority vote of the Governance Board, or 3) by petition to the Chair or Vice-Chair from five percent (5%) of the voting membership.

Section 3. Notice of all annual meetings shall be sent by the Governance Board to all members at least thirty (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 4. Notice of all special meetings shall be sent by the Governance Board in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 5. Quorum at all annual and special meetings of the Chapter shall be those members in good standing, present and in person.

Section 6. All meetings of the membership shall be conducted according to parliamentary procedures determined by the Governance Board.

### **Bylaw X - Inurement and Conflict of Interest:**

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

Section 2. No officer, director, appointed committee member or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on the Full Board. However, the Operations Board may authorize payment by the Chapter of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Governance or Operations Board meetings and other approved activities.

Section 3. The Chapter may engage in contracts or transactions with members, elected officers or directors of the Governance and/or Operations Boards, appointed committee members or authorized representatives of the Chapter and any corporation, partnership, association or other organization in which one or more of the Chapter's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Governance Board prior to commencement of any such contract or transaction;
- B. the Governance 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 the Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Governance Board.

Section 4. All officers, directors, appointed committee members and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to the Chapter 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 Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

#### **Bylaw XI - Indemnification:**

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

Section 2. 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 Chapter may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

#### **Bylaw XII- Adoption and Amendments:**

Section 1. Upon approval, these Bylaws shall be effective January 1, 2011, with officers to be elected prior to that date in accordance with the process described herein. Approval shall be by a two-thirds (2/3) vote of the voting membership in good standing present at the annual meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot.

Section 2. These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at the annual meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot returned within 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 forty-five (45) days before such meeting or vote.

Section 3. Amendments may be proposed by the Governance or Operations Boards on their own initiative or upon petition by five percent (5%) of the voting members in good standing

addressed to the Governance Board. All such proposed amendments shall be presented by the Governance Board with or without recommendation. All such proposed amendments may be amended as described above.

Section 4. 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 Chapter's Charter with PMI®.

### **Bylaw XIII – Dissolution:**

Section 1. In the event that the Chapter or its governing officers failed to act accordance with these Bylaws and the Chapter's or all PMI® policies, procedures, and rules outlined in the Charter agreement, PMI® has a right to dissolve the Chapter.

Section 2. In the event the Chapter failed to deliver value to its members as outlined in the Chapter's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to dissolve the Chapter, as per the terms of the Charter.

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

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