



Bylaws of the
Project Management Institute
Northeast Indiana Chapter C164

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Project Management Institute
Northeast Indiana Chapter C164
Bylaws

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Approvals

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I certify that these Bylaws of the PMI Northeast Indiana Chapter were accepted by the Board of Directors on 12 November 2014:

Name	Title	Signature	Date
Daniel Zilai, PMP	President		NOV-12-2014

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Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the **Project Management Institute, Northeast Indiana Chapter** (hereinafter “**PMI-NEIC**”). This organization is a **Chapter** chartered by the Project Management Institute, Inc. (hereinafter “**PMI**®”) and separately incorporated as a non-profit, tax exempt corporation organized under the laws of the **State of Indiana** and incorporated as a 501(c)(6) organization.

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

Section 3. Principal Office; Other Offices.

The principal office of **PMI-NEIC** shall be located in **Fort Wayne, Indiana**. The **PMI-NEIC** may have other offices such as Branch offices as designated by the **PMI-NEIC** Board of Directors.

Article II – Relationship to PMI.

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

Section 2. The bylaws of the **PMI-NEIC** 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 **PMI-NEIC**'s Charter with **PMI**®.

Section 3. The terms of the Charter executed between the **PMI-NEIC** 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

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and the terms of these Bylaws, the **PMI-NEIC** shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the PMI-NEIC.

Section 1. Purpose of the PMI-NEIC.

- A. General Purpose. The **PMI-NEIC** has been founded as a non-profit, tax exempt corporation (501(c)(6) organization) 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 **PMI-NEIC** and PMI® and these Bylaws, the purposes of the **PMI-NEIC** 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 global and local application of project management for the benefit of general public.
 - d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.
 - e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
 - f) To advance the value of Project Management.
 - g) To be a forum for exchanging the best practices in Project Management across all industries.
 - h) To provide the membership with Professional Development, Mentoring and Networking opportunities
 - i) To assist in carrying out the objectives of PMI®

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Section 2. Limitations of the **PMI-NEIC**.

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

Section 1. General Membership Provisions.

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

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

- B. Members shall be governed by and abide by the PMI® Bylaws and by the bylaws of the **PMI-NEIC** and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Conduct.
- C. All members shall pay the required PMI® and **PMI-NEIC** 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-NEIC**.

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- D. Membership in the **PMI-NEIC** 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 until the end of the month that the dues were due and their names removed from the official membership list of the **PMI-NEIC** at the end of the month. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMI-NEIC to PMI® within the delinquent period.

- F. Upon termination of membership in the **PMI-NEIC**, the member shall forfeit any and all rights and privileges of membership.

- G. All Chapter members in good standing are eligible to vote in **PMI-NEIC** elections and other activities requiring a vote of Chapter membership.

- H. Any **PMI-NEIC** member in good standing is eligible to run for any vacant Chapter Board of Director position except for the office of President which requires previous successful experience in a Vice-Presidential position on the **PMI-NEIC** Board of Directors.

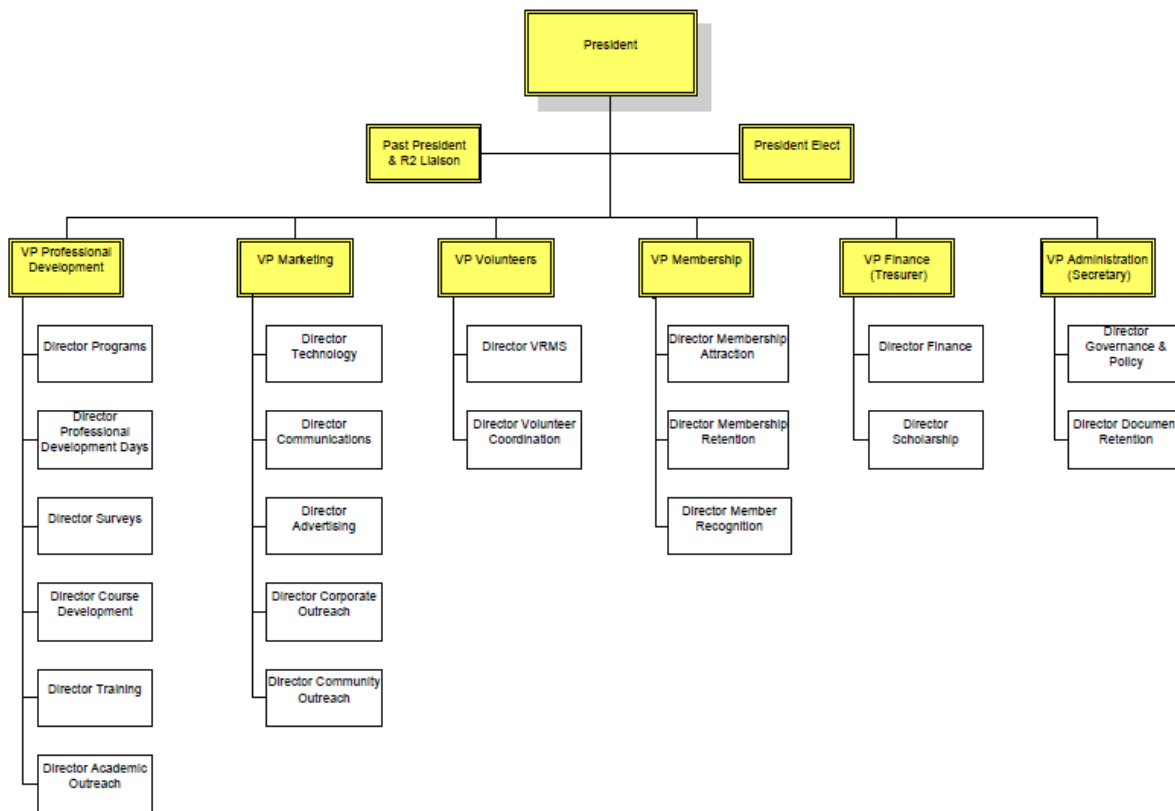
Section 2. Classes and Categories of Members. The **PMI-NEIC** shall not create its own membership categories. PMI® Chapter membership categories shall be consistent with PMI® membership categories.

Article V – PMI-NEIC Board of Directors:

Section 1. The **PMI-NEIC** 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 (501(c)(6) organization).

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Section 2. The Board shall consist of the officers of the **PMI-NEIC** elected by the membership and shall be members in good standing of PMI® and of the **PMI-NEIC**. Terms of office for the Officers shall be two years, limited to three consecutive terms in the same position on the Board in general. If there is no individual willing or able to fulfill an open position on the Board due to this limit, that expiring officer may be re-elected for an additional term by a majority vote of the members. Terms of office shall be staggered so about half of the officer positions are elected each year. All Board positions will be posted on the Volunteer Relationship Management System (VRMS) and adhere to responsibility definitions copasetic with PMI® Role Delineation.



Section 3. The President shall be the Chief Executive Officer (CEO) for the **PMI-NEIC** 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.

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Section 4. The President-Elect (Vice President) is the successor to the President. The President–Elect is an elected volunteer who will assist the President with his or her duties of managing the chapter and assume the role of the Chapter President if the President is unable to perform duties for any reason. The President-Elect is responsible for special projects assigned by the Chapter President and serves as the primary back up for the Chapter President in his/her absence.

Section 5. The Vice President of Administration (Secretary) shall keep the records of all business meetings of the **PMI-NEIC** and meetings of the Board.

Section 6. The Vice President of Finance (Treasurer) shall oversee the management of funds for duly authorized purposes of the **PMI-NEIC**.

Section 7. The Vice President of Marketing shall be responsible for external communications with community businesses, mass media for **PMI-NEIC** events and Chapter newsletters to raise the visibility of project management within the community. Moreover, the Vice President of Marketing is also responsible for the timely dissemination of information both to and from the **PMI-NEIC** membership, using various tools to accomplish the objective. In addition, the position also includes publicity of the local **PMI-NEIC** and PMI® to internal and external publications through partnering with local businesses (e.g. Outreach).

Section 8. The Vice President of Membership shall maintain the **PMI-NEIC** membership databases using information supplied by PMI®. In addition the VP of Membership shall be responsible for **PMI-NEIC** membership growth and retention.

Section 9. The Vice President of Professional Development shall be responsible for promoting the project management profession through development of education publications, seminars, and workshops designed to enhance and expand the skills and knowledge of project managers.

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Section 10. The Vice President of Volunteers shall be responsible for addressing the needs of the volunteers, including recruitment, retention, recognition and leadership development training and support in accordance with chapter policies and bylaws. One of the primary functions is the responsibility for managing volunteering opportunities using the Volunteer Relationship Management System (VRMS) for PMI-NEIC.

Section 11. The Immediate Past President (Ex-Officio) shall be responsible for the elections process.

Section 12. The Board shall exercise all powers of the **PMI-NEIC**, 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-NEIC** business and funds.

Section 13. 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 in person only. 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 14. The Board of Directors may declare an Officer or Director at Large position to be vacant where an Officer or Director at Large ceases to be a member in good standing of PMI or of the **PMI-NEIC** 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 Vice President of Administration. 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 15. 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.

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Section 16. 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 President-Elect 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 – PMI-NEIC 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 and Article V, Section 2 and this Article VI. All voting members in good standing of the **PMI-NEIC** 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, chaired by the Past President, 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 petition process established by the Nominating Committee or the Board. Note, that if a nominee is unopposed, no ballot is needed for that office.

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.

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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 distributor(s) of all election materials for Chapter elected positions.

Article VII – PMI-NEIC 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 **PMI-NEIC** officers and/or Directors can serve on the **PMI-NEIC** 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 – PMI-NEIC Finance:

Section 1. The fiscal year of the **PMI-NEIC** shall be from 1 January to 31 December.

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Section 2. **PMI-NEIC** annual membership dues shall be set by the **Northeast Indiana Chapter's** Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3. The **PMI-NEIC** 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®.

Section 5. The incoming Board in consultation with the outgoing Officers shall prepare a draft budget for the activities and programs that they would like to pursue during the fiscal year beginning with 1 January of the calendar year following the incoming Board election. Incoming Board members will be included in the process and will actively participate in the draft budget preparation before the next year budget is finalized. The draft Chapter budget, upon review, modification, and approval by the Board shall become the Chapter budget for the following year. Upon budget approval the respective Chapter Officers are commissioned to enact the approved activities and programs for that fiscal year.

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. (Usually, this is the PMI-NEIC January Chapter Dinner Meeting). 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 in a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to

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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-NEIC** shall be those members in good standing, present and in person [or five percent (5%) of the voting membership in good standing, present and in person].

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

Article X – Branches of the PMI-NEIC

Section 1. Establishing a Branch.

Upon written permission granted by PMI® via the charter agreement, the Chapter 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-NEIC** shall be governed by these Bylaws and shall conduct its business in compliance with the **PMI-NEIC** 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 of the Chapter.

Section 3. Distribution of Dues.

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

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Section 4. The Branch Chair shall either be a member of Chapter's Board of Directors, or be an Committee Chair and report into a Chapter Board member who oversees the Chapter's Branch(es)

Section 5. Limitations:

Branches shall abide by the limitations consistent with the **PMI-NEIC** charter agreement with PMI®.

Article XI - Inurement and Conflict of Interest:

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

Section 2. No officer, director, appointed committee member or authorized representative of the **PMI-NEIC** shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the **PMI-NEIC** 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-NEIC** may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of **PMI-NEIC** and any corporation, partnership, association or other organization in which one or more of **PMI-NEIC** 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 President, or the President's delegate with specific and limited signature authority, to sign the contract or transaction by a

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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 **PMI-NEIC** and complies with the laws and regulations of the applicable jurisdiction in which **PMI-NEIC** 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-NEIC** shall act in an independent manner consistent with their obligations to the **PMI-NEIC** 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-NEIC** 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 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-NEIC**, acting in good faith and in a manner reasonably believed to be in the best interests of the **PMI-NEIC**, 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,

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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-NEIC** 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-NEIC**, or is or was serving at the request of the **PMI-NEIC** as a Director, Officer, Employee, Trustee, Agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XIII- Amendments:

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the **PMI-NEIC** 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. To clarify, if a voting member that didn't vote, then that voting member is abstaining and does not count against the 2/3 requirement. 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 five percent (5%) 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 **PMI-NEIC** Charter with PMI®.

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Article XIV – Dissolution:

Section 1. In the event that the **PMI-NEIC** 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-NEIC** Charter and require the chapter to seek dissolution.

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

Section 3. In the event the **PMI-NEIC** is considering dissolving, the **PMI-NEIC'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 **PMI-NEIC** 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.