

Project Management Institute Central Iowa Chapter Bylaws

October 2016

Article I – Name, Principal Office; Other Offices:

Section 1. This organization shall be called the Project Management Institute, Central Iowa Chapter (hereinafter “PMI-CIC”). 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 the State of Iowa. All Chapters formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. The principal office of the PMI-CIC shall be located in Des Moines Iowa. The PMI-CIC may have other offices such as Branch offices as designated by the PMI-CIC Board of Directors.

Article II – Relationship to PMI:

Section 1. The PMI-CIC 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-CIC 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-CIC’s Charter with PMI®.

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

Article III – Purpose and Limitations of the PMI-CIC:

Section 1. Purpose of the PMI-CIC

- A. A. General Purpose. The PMI-CIC 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 PMI-CIC and PMI® and these Bylaws the purposes of the PMI-CIC 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 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 practice and profession of project management throughout Central Iowa in a conscious and proactive manner to all stakeholders.

Section 2. Limitations of the PMI-CIC

A. General Limitations. The purposes and activities of the PMI-CIC shall be subject to limitations set forth in the Charter Agreement, these Bylaws, and conducted consistently with PMI-CIC Articles of Incorporation.

B. The membership database and listings provided by PMI® to the PMI-CIC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI-CIC, 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.

C. The officers and directors of the PMI-CIC shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the PMI-CIC's governing documents; its Charter Agreement; PMI®'s Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV: PMI-CIC Membership:

Section 1. General Membership Provisions.

A. Membership in the PMI-CIC requires membership in PMI®. The PMI-CIC 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-CIC 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-CIC 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-CIC.

D. Membership in the PMI-CIC 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 PMI-CIC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMI-CIC to PMI within such one month delinquent period.

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

G. Student members to not have the right to vote in elections or hold office.

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

Article V – PMI-CIC Board of Directors:

Section 1. The PMI-CIC 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 seven (7) voting officers of the PMI-CIC elected by the membership and shall be members in good standing of PMI® and of the PMI-CIC. These officers will serve in the following positions: President, President-Elect, Vice President of Communications & Marketing, Vice President of Membership & Volunteerism, Vice President of Operations, Vice President of Professional Development and Vice President of Treasury & Finance.

Section 3. Terms of office for the Officers (except for the offices of President and President-Elect) shall be [2], limited to [2] consecutive terms in the same position, and no more than [4] consecutive terms on the Board in general. These positions are staggered so that roughly one half of the positions are elected each year.

Section 4. The Offices of President and President-Elect are open only to members who have served previously in one of the Board of Director officer positions, either on the PMI-CIC Board or at another PMI Component Chapter, for a minimum of twelve (12) consecutive months. No past President is eligible to become President or President-Elect for three (3) years after his/her most recently expired term as President.

Section 5. The following eight (8) sections under Article V define the major responsibilities of each officer. Further definition of roles, responsibilities, duties and qualifications will be maintained in the PMI-CIC's Board of Directors Job Descriptions document, which is located on the PMI-CIC's web site.

Section 6. The President shall be the chief executive officer for the PMI-CIC 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 7. The President-Elect shall keep the records of all business meetings of the Chapter and meetings of the Board and maintain the policies and procedures of the Board. These duties include oversight and whose interpretation shall be considered final of the parliamentary procedures used to conduct meeting of the Board. The President-Elect will represent the President in meetings where the President is not present.

Section 8. The Immediate Past President shall serve as a member ex-officio, non-voting member of the Board of Directors, following the expiration of his/her term as President and chair the Nominating Committee that is responsible for preparing the slate of officers and directors for the succeeding year or as otherwise necessary. The Immediate Past President shall be a resource for the PMI-CIC Board and shall mentor the President. Other Board members shall be mentored as requested. The position of Immediate Past President shall not have official voting rights on the Board on any issue covered by the

PMI-CIC Charter Agreement and Bylaws, with exception of those issues put before the PMI-CIC Membership.

Section 9. The Vice President of Communications & Marketing is responsible for the management of internal and external communications for the PMI-CIC and for promoting PMI® and the PMI-CIC to local businesses, schools and professional associations.

Section 10. The Vice President of Membership & Volunteerism is responsible for the development and implementation of the PMI-CIC's membership plan that ensures continued growth and retention and focuses on active participation of the membership base through volunteerism to the PMI-CIC and PMI®.

Section 11. The Vice President of Operations is responsible for the processes related to the ongoing, internal operations of the PMI-CIC, including oversight of legal and contractual agreements, records management, controlling and accounting for PMI-CIC assets and is responsible for fulfilling the technology requirements of the PMI-CIC.

Section 12. The Vice President of Professional Development is responsible for promoting the project management profession through the development and delivery of educational opportunities, including programs for PMI-CIC meetings, for the benefit of the membership.

Section 13. The Vice President of Treasury & Finance shall serve as the PMI-CIC treasurer and oversee the budgeting and management of funds for duly authorized purposes of the PMI-CIC, which includes providing all necessary financial reporting.

Section 14. The Board shall exercise all powers of the PMI-CIC, 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-CIC business and funds.

Section 15. 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 all voting officer positions (regardless of vacancy) of the Board at any given time. Each voting officer 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, electronic mail, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 16. 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-CIC by reason of non-payment of dues, or where the officer or Director at Large fails to attend three (3) consecutive Board meetings may be recalled by the President with a two-thirds (2/3) vote of the voting officers. If the elected officer is the President, a two-thirds (2/3) vote from the remainder of the voting officers is required for recall.

SECTION 17. An officer may resign by submitting written notice to the President. 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 18. 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 19. In the event of the President's absence or inability to perform the duties of the office of President, the President-Elect shall perform the official duties of the President. Should the President be unable or unwilling to continue serving as President, the President-Elect shall immediately become President for the un-expired term of the office. Should the President-Elect serve an un-expired term of office as the President, that individual shall continue as President at the conclusion of the assumed term of office and complete the originally-elected term. The replaced President would not be eligible to become President for three years after serving the partial term.

Article VI – PMI-CIC 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-CIC 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 petition process established by the Nominating Committee or the Board. 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 PMI-CIC may be used to support the election of any candidate or group of candidates for PMI®, PMI-CIC or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The PMI-CIC Nominating Committee, or other applicable body designated by the PMI-CIC, will be the sole distributor(s) of all election materials for PMI-CIC elected positions.

Article VII – PMI-CIC 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 Central Iowa Chapter officers and/or Directors can serve on the PMI-CIC 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-CIC Finance:

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

Section 2. PMI-CIC annual membership dues shall be set by the PMI-CIC Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3. The 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-CIC 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 – Inurement and Conflict of Interest:

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

Section 2. No officer, director, appointed committee member or authorized representative of the PMI-CIC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI-CIC 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-CIC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI-CIC and any corporation, partnership, association or other organization in which one or more of PMI-CIC's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction;

B. the board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;

C. the contract or transaction is fair to PMI-CIC and complies with the laws and regulations of the applicable jurisdiction in which PMI-CIC 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-CIC shall act in an independent manner consistent with their obligations to the PMI-CIC 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-CIC 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 PMI-CIC, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI-CIC, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the PMI-CIC 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-CIC, or is or was serving at the request of the PMI-CIC 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 at an annual meeting of the PMI-CIC duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail or 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 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 PMI-CIC's Charter with PMI®.

Article XIII – Dissolution:

Section 1. In the event that the PMI-CIC or its governing officers failed to act according to these Bylaws and PMI-CIC's or all PMI® policies, procedures, and rules outlined in the Charter Agreement, PMI® has a right to revoke the Central Iowa Chapter Charter and require the chapter to seek dissolution.

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

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

Section 4. Should the Central Iowa 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.

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