



## Project Management Institute Central Virginia Chapter (PMI CVC) Bylaws

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## **Chapter Bylaws**

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

Section 1. Project Management Institute, PMI Central Virginia Chapter / Non-Profit Incorporation. This organization shall be called the Project Management Institute, Central Virginia Chapter (hereinafter “PMI-CVC”). This organization is a Central Virginia 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 Virginia. All Chapters formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. Principal Office; Other Offices.

The principal office of the PMI-CVC includes the City of Richmond in the State of Virginia in the United States of America. The primary area of operation of the chapter is not limited to Richmond, Virginia and its proximate cities and counties. The PMI-CVC may have other offices such as Branch offices as designated by the PMI-CVC Board of Directors.

### **Article II – Relationship to PMI:**

Section 1. The PMI-CVC 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-CVC 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-CVC’s Charter with PMI.

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

### **Article III – Purpose and Limitations of the PMI-CVC:**

Section 1. Purpose of the PMI-CVC.

- A. General Purpose. The PMI-CVC has been founded as non-profit, tax exempt corporation 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-CVC and PMI and these Bylaws, the purposes of the PMI-CVC shall include the following:
  - 1. Vision—To be the premier professional project management organization for business, civic, government, and education communities in central Virginia.
  - 2. Mission—To serve the professional interests of chapter members by enhancing expertise through project management education and training, supporting PMI certifications, and promoting association with other project management professionals.
  - 3. Objectives—PMI CVC objectives supplement the purposes of PMI as set forth in PMI’s bylaws. PMI CVC’s objectives are to:
    - a) Contribute to the quality and scope of project management.

- b) Provide a forum for discussion and examination of problems, solutions, applications, and ideas related to Project Management.
  - c) Foster communication between public and private sectors regarding Project Management.
  - d) Disseminate information regarding developments in Project Management within the Chapter's primary area of operation.
  - e) Advance the PMI mission and objectives within the Central Virginia area.
  - f) Develop a growing and committed membership of local Project Management Professionals through an on-going recruiting plan.
  - g) Promote Professional Project Management principles, processes, and techniques with local businesses, governments, universities, professional associations, and non-profit charities.
  - h) Identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully
  - i) Support and enhance Project Management Professionalism by developing and providing quality programs based on the needs of local Project Manager, Leaders, and Participants.
- C. Offer educational programs that strengthen local Project Managers', Leaders', and Participants' skills and supports the PMI Certification Program.

#### Section 2. Limitations of the PMI-CVC

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

#### Section 1. General Membership Provisions.

- A. Membership in the PMI-CVC requires membership in PMI®. The PMI-CVC shall not accept as members any individuals who have not been accepted as PMI® members.
- B. 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, gender, marital status, national origin, religion, or physical or mental disability.
- C. Members shall be governed by and abide by the PMI bylaws and PMI CVC's bylaws and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI Code of Conduct.
- D. 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 PMI or PMI-CVC shall not refund membership dues.
- E. Membership in the PMI-CVC shall terminate upon the member's resignation, failure to pay dues or

expulsion from membership for just cause.

- F. 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-CVC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI-CVC to PMI within such one month delinquent period.
- G. Upon termination of membership in the PMI-CVC, the member shall forfeit any and all rights and privileges of membership.
- H. All PMI CVC members including student members are eligible to vote and hold office.
- I. The membership database and listings provided by PMI to PMI CVC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMI CVC, consistent with PMI policies.

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

## **Article V – PMI-CVC Board of Directors:**

Section 1. The PMI-CVC shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Board shall consist of the officers of the PMI-CVC elected by the membership and shall be members in good standing of PMI and of the PMI-CVC. PMI CVC will have six (6) officers to serve in the following positions:

- President
- Executive Vice President
- Vice President of Finance
- Vice President of Education
- Vice President of Communications
- Vice President of Operations

The terms of office for the President, and Executive Vice President positions shall be one year in length. The terms of office for Vice Presidents shall be two years in length with a limit of two consecutive terms in the same position; PMI recommends a limit of 8 consecutive years of service on a board. These positions are staggered so that no more than half of the Vice Presidents are elected each year.

Section 3 Duties of Officers.

- a) The President shall be the chief executive officer for the PMI-CVC 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.
- b) The Executive Vice President shall (a) 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 inability to fulfill this role, and (b) in general perform all of the

duties incident to the office of the Vice President and such other duties as, from time to time, may be assigned to him or her by the President or Board. The VP will also serve in the role of secretary and will be responsible for keeping the records of all business meetings of the Chapter and meetings of the Board.

- c) The Vice President of Finance shall oversee the finances and management of funds for duly authorized purposes of the Chapter.
- d) The Vice President of Education shall be responsible for all matters related to certifications (obtaining), programs, professional development (on-going training/PDUs), speaker acquisitions, academic outreach, mentoring and LIGS/Local COPs
- e) The Vice President of Communications shall be responsible for all matters related to sponsorship, correspondence to include the chapter newsletter, membership, community outreach, social media, advertising and volunteerism, which will include the recognition dinner, recruitment and coordination.
- f) The Vice President of Operations shall be responsible for facilities, website, remote sites, IT, documents, records retention and registration/logistics.

Section 4. If any office becomes vacant, the President may temporarily appoint someone to the position. This appointed position would not have voting rights until approval by a simple majority vote of the Board is obtained.

Section 5. No person shall serve more than two (2) consecutive terms in any given elected office, nor shall any Officer/Director serve on the Board for more than eight (8) consecutive years; provided however, if there is no individual willing or able to fill an open position on the Board, then that Office/Director may be reelected to the same position for an additional term. The Board shall adopt, and may from time to time revise, a policy establishing any requirements in order for a member to be eligible to serve as a PMI CVC Officer; provided, however, that any such requirements may not conflict with PMI® policies, these bylaws, and Central Virginia law.

Section 6. To run for the office of President, the candidate must have previously served in any other board position, including any of the Vice President positions or Director roles, and must have been in the position for a minimum of two years.

Section 7. To run for the office of Executive Vice President, the candidate must have previously served in any other board position, including any of the Vice President positions or Director roles, and must have been in the position for a minimum of one year.

Section 8. The Board shall exercise all powers of the PMI-CVC, 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-CVC business and funds.

Section 9. 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 10. The Board of Directors may declare an officer position to be vacant when an officer ceases to be a member in good standing of PMI or of the PMI-CVC by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings. 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 11: 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 members present and in person or on a conference line at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 12: If any officer position, other than President, 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 Vice President shall assume the duties and office of the presiding officer for the remainder of the term.

## **Article VI – Nominations and Elections**

Section 1. The nomination and election of Officers shall be conducted annually in accordance with the terms of office specified in Article V, Section 1 and Section 2. All voting members in good standing of the PMI CVC 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 appointed by the Board of Directors, shall prepare a slate containing nominees for each Officer position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Officer Positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections may be conducted during the annual meeting of the membership or 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 Component may be used to support the election of any candidate or group of candidates for PMI®, Component 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 Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

## **Article VII – Directors/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. The PMI CVC Officers can serve on or be on the PMI CVC Committees, unless it specifically is restricted by the Bylaws.

Section 2. Directors selected by the chairing Vice President need to receive board approval via a simple majority vote. Committee members do not require board approval.

## **Article VIII – PMI-CVC 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 and will have a Board member assigned as a liaison. Committees may also have a Director position on the board. Committee members shall be appointed from the membership of the organization. The PMI-CVC officers can serve on the PMI-CVC 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 IX – PMI-CVC Finance:**

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

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

Section 3. The PMI-CVC 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 PMI-CVC Board shall adopt an annual operating budget by the end of the first fiscal month of each fiscal year.

Section 6. At a minimum, by the end of the fifth and ninth fiscal month of each fiscal year, the PMI-CVC Board shall review and as needed amend and approve the annual operating budget.

Section 7. The Board shall adopt a balanced budget. A balanced budget shall mean that the reasonably estimated operating expenses (and actual expense when applicable) shall not exceed the reasonably estimated operating income (and actual operating income when applicable). Operating income includes sources of revenue from dues, programs, and other chapter operations; it does not include income from savings, investments, loans, or similar sources. Should an operating budget necessitate the use of non-operating funds, said budget can be adopted by a two-thirds vote of the PMI-CVC Board.

## **Article X – 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.

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.

Section 3. Notice of all annual meetings shall be sent by the Board to all members at least 45 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 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 PMI-CVC shall be those members in good standing, present and in person. [Or ten percent (10%) of the voting membership in good standing, present and in person.]

Section 6. All meetings shall be conducted according to Roberts Rules of Order.

## **Article XI - Inurement and Conflict of Interest:**

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

Section 2. No officer, director, appointed committee member or authorized representative of the PMI-CVC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI-CVC 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-CVC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI-CVC and any corporation, partnership, association or other organization in which one or more of PMI-CVC'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-CVC and complies with the laws and regulations of the applicable jurisdiction in which PMI-CVC is incorporated or registered at the time the contract or transaction is authorized, approved by a member of the board of directors.

Section 4. All officers, directors, appointed committee members and authorized representatives of the PMI-CVC shall act in an independent manner consistent with their obligations to the PMI-CVC 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-CVC 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-CVC, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI-CVC, 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-CVC 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-CVC, or is or was serving at the request of the PMI-CVC 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, present at an annual meeting of the PMI-CVC 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 forty-five (45) 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 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-CVC's Charter with PMI.

### **Article XIV – Dissolution:**

Section 1. In the event that the PMI-CVC 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 dissolve the PMI-CVC.

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

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

## PMI CVC 2011 Board of Directors Approval

<b>Position</b>	<b>Board Member</b>	<b>Signature</b>	<b>Date</b>
President	Clark Griffin	<hr/>	
President-elect	Jimmy Ray	<hr/>	
Immediate Past President	Kelly Evans	<hr/>	
VP-Certification	Susan Thomas	<hr/>	
VP-Communications	Bernie Farkas	<hr/>	
VP-Professional Development	Michael Vozar	<hr/>	
VP- Finance	Amy Shao	<hr/>	
VP-Membership	Kerry Arkwell	<hr/>	
VP-Programs	Suresh Raju	<hr/>	
VP-Marketing	Jonette Meade	<hr/>	
VP-Volunteerism	September Sickinger	<hr/>	