

Call for Nominations for Open Positions on the 2012–2014 PMI Board of Directors

Please read the Call for Nominations carefully and in its entirety to ensure full understanding of the process and new requirements.

In 2011, members of the Project Management Institute (PMI) will elect five individuals to serve on the PMI Board of Directors for a term spanning 2012-2014. Board member duties are as defined in the Bylaws of the Institute, Article VI, Section A, Board of Directors; the election process is governed by Section B, Directors of the Institute.

Bylaws Article VI: Section A. Board of Directors.

1. General. The Institute shall be governed by an elected PMI Board of Directors (PMI Board). It is the duty of the PMI Board to carry out the purposes and objectives of the not-for-profit corporation.

2. Authority. The PMI Board shall be vested with the powers possessed by the not-for-profit corporation itself, including the powers, accountability and authority to: uphold and execute the organization's purposes; appoint and remunerate agents and employees; disburse funds of the Institute; purchase, lease, sell, transfer and otherwise convey property; and establish and adopt such policies, rules, and regulations for the conduct of its business, responsibility, and authority as will be deemed advisable, insofar as any exercise or delegation of authority is consistent with, and does not conflict with, the Articles of Incorporation or Bylaws of the Institute (in their present form or as amended), or applicable law. The PMI Board of Directors may establish and maintain boards and similar bodies that will serve as independent boards within the Institute. Any such board may be granted certain autonomous authority and responsibility by the PMI Board of Directors through formal charter, to develop Bylaws, policies, programs and procedures concerning the operation of the autonomous board. All such boards shall operate consistent with these Bylaws and subject to the limitations of their formal charter.

3. Functions. Accountable to the PMI membership, the PMI Board shall be solely responsible and accountable for strategic planning and the establishment of policy with respect to activities of the Institute. The PMI Board shall oversee the management, control and supervision of the business, as well as other lawful activities and affairs deemed necessary to

further the objectives of the Institute, including an annual report to PMI members.

4. PMI Board Composition. The PMI Board of Directors shall be comprised of twelve (12) to eighteen (18), at large, voting PMI Board Directors. Three (3) of these voting PMI Board Directors shall be elected and serve as Officers of the Institute.

5. PMI Board Limitations/Conduct. The PMI Board of Directors shall be granted the authority to establish policies and procedures specifying PMI Board limitations and conduct including, but not limited to, the following:

a. **Compensation For Services.** Directors (including Officers) shall not receive any compensation, or other tangible or financial benefit for service on the PMI Board of Directors. However, the PMI Board of Directors may authorize payment by the Institute of actual, reasonable expenses incurred by Directors regarding attendance at PMI Board meetings and other approved activities.

b. **Compensation From Institute Activities.** Directors (including Officers) shall not receive any compensation, or other tangible or financial benefit from any element or activity of, or related to, the Institute, except as reimbursement for actual, reasonable expenses directly associated with such PMI element or activity, when authorized by the PMI Board of Directors.

c. **Corporation and Director Independence/Loyalty.** All PMI Board Directors (including Officers) shall act in an independent manner consistent with their obligations to the Institute and applicable law, regardless of any other affiliations, membership, or positions.

Section B. Directors of the Institute.

1. Director Qualifications. All Directors of the Institute shall be eligible members in good standing for the past two (2) consecutive years. The PMI Board of Directors may, in its discretion, determine additional qualifications for Directors consistent with these Bylaws.

2. Length of Terms. Each Director shall be elected by the voting membership of the Institute and shall serve a term of three (3) years. Unless otherwise and specifically authorized by these Bylaws, no PMI Board Director shall serve more than two (2) consecutive terms nor more than six (6) consecutive years.

3. Nomination/Election. Candidates for election may be nominated by petition, or by selection of the Nominating Committee. The terms of the Directors shall be staggered to ensure that approximately one-third of the Director terms of office expire each year. All PMI Board Directors shall be elected by secret ballot by the voting membership of the Institute, the results of which shall be announced at the PMI® Global Congress 2011—North America.

Provided below is important information on Criteria, Election Activity and Candidate Communication (per Chapter 6.0 PMI Rules of the Board, Nomination and Election of Directors of the Board).

When functioning on behalf of PMI, each potential PMI Board candidate must be willing to serve and protect the interests of PMI. Additionally, each potential PMI Board candidate must have a high level of integrity and professional conduct (as stated in the current PMI Code of Ethics and Professional Conduct and the PMI Rule of the Board 12.1). Each candidate is expected to possess and will be evaluated against the following set of characteristics:

a) An appreciation of the value of the profession served by PMI.

The candidate has a good understanding of the profession served by PMI, along with its challenges, benefits and opportunities; and can articulate the value the practice of the profession brings to the successful performance of the strategic plan and/or goals of an organization.

b) The visionary strategic thinking capability to be able to understand the interests of diverse stakeholders, to assess the impacts of environmental and marketplace trends, and then to translate those interests and impacts into strategy.

The candidate can help formulate a future vision for an organization and can help to describe a strategy to achieve it; has the ability to identify and understand strategic risks and offer strategic guidance for resolving them; and has the capacity to provide a strategic perspective without needing to be engaged in the operational details.

c) The ability to operate effectively in global environments.

The candidate has a breadth of knowledge, understanding, and appreciation of global,

regional, and local trends and can effectively interpret and use the information; is able to recognize that one's own viewpoint may be locally/culturally based and is able to be sensitive and open to views of others with a different local/cultural base; and has the capacity to think and contribute with a global viewpoint.

d) The experience of assisting in transformational change driven by strategic issues in a similarly sized or larger organization.

The candidate is able to understand, deliberate, and describe the benefits and challenges associated with a potential transformational change for a fast-paced organization; has held a leadership role in at least one significant strategically driven change in an organization; and has the ability to contribute to the identification and management of the consequences of such transformations.

e) The willingness and experience to serve others.

The candidate possesses passion and energy to understand and respond to the needs of others in an open, honest, humble, and altruistic manner; has actively participated in achieving constructive outcomes for others without regard to personal benefit; and has a strong interest in working on the advancement of PMI, its stakeholders, and the profession.

f) The experience and appreciation of working in a collaborative, collegial, respectful, and productive way with people having diverse backgrounds and viewpoints.

The candidate can work in a team environment; exhibits a spirit of inquiry by seeking, understanding, and valuing multiple viewpoints so that all issues are considered in the decision-making process; has the willingness and ability to clearly articulate a personal position, while being able to participate in achieving a more beneficial group-driven outcome; is able to protect the confidential nature of discussions; is willing to represent and accept accountability for group decisions with "one voice"; and can be open to constructive feedback on performance.

g) The experience of performing governing duties to meet legal and regulatory requirements inherent in the fiduciary oversight role of a board.

The candidate has the experience of performing a governance role performing fiduciary oversight of an organization; has the ability to independently evaluate the performance of an organization including financial, legal, leadership, and management; appreciates and understands the role of the Board in regard to the proper caretaking/stewardship of the organization; and is able to differentiate between board

level work and staff-level work and to be comfortable performing only board level work.

h) The ability to use, in an appropriate manner, a network of contacts for the purpose of serving as an advocate for PMI and the profession.

The candidate has demonstrated the ability to use a network of contacts in one or more stakeholder communities relevant to the profession served by PMI; already uses the network professionally; and is willing and able to access the network in a selective and respectful way in order to serve as an advocate for PMI and the profession.

i) The willingness and ability to be an ambassador for PMI and the profession served by PMI.

The candidate has the willingness, capability and experience to speak in front of small and large groups using both self-prepared and externally prepared material; and possesses an appropriate demeanor when serving in public.

All candidates are obligated to abide by the established Nomination and Election Directors Rules of the Board as follows:

■ **Use of PMI Funds or Resources.** No funds or resources of the Institute, or its components or employees, shall be used to support the nomination or election of any candidate or group of candidates except for information posted on the official PMI Election and Nominations Site or published through other PMI media in direct support of the election process.

■ **Candidates' Communication.** Candidates may only communicate one-on-one in response to communications initiated by another PMI member regarding their candidacy and only if the communication focuses on their qualifications. Mass communications by any means (e.g., postal mail, telecommunications, e-mail [regardless of whether the message is sent one at a time or simultaneously to a mailing list], meeting announcements, all social networks, etc.) are prohibited. If candidates have questions regarding communications, they should seek advice from the Nominating Committee or staff before responding to any communication. Candidates may not make reference to any other candidate or any existing or past Directors.

■ **Campaign Materials.** No candidate or PMI member may utilize any campaign materials such as posters, buttons/lapel pins, digital communications, social media, group activities or sponsorships to promote a candidate.

■ **Candidates' Communications with the Institute.** Candidates should discuss the position with former Directors or a member of the Nominating Committee. Specific requirements

of the position in terms of time, expense, meeting schedules, and administrative assistance should be explored.

■ **PMI Promotion of Particular Candidates.** PMI and its components may not participate in any activity or provide opportunities at any PMI-sponsored or PMI component functions that promotes or negatively impacts a particular candidate.

■ **Election Material Acceptance.** The President and Chief Executive Officer will accept only election material provided by the Nominating Committee.

■ **Compliance with Election Activity Rules of the Board.** The Nominating Committee will ensure that all nominees, as a condition of expressing their interest in being a nominee, will submit a signed copy of this Rule of the Board verifying that they have read, understand and agree to abide by these policies and rules. This includes the following statement: "As a condition of my potential nomination or candidacy, I agree that I will not initiate, encourage, accept or endorse conduct on behalf of my potential nomination or candidacy which is in violation of the policy relating to the election as adopted by the PMI Board of Directors. To violate this policy may result in revocation of my nomination by petition or candidacy for office."

■ **Nominating Committee and PMI Communications with Candidates.** The Nominating Committee Chair, with the President and Chief Executive Officer's assistance, shall supervise all communication to potential nominees, nominees and candidates, including any requests for the completion of the Nominee Qualification Form and the candidate package.

■ **Violation of Election Activity Rules of the Board.** Any alleged violations of these Rules shall be addressed in accordance with PMI By-laws Article VI, Section C, 6: "Disputes."

Nomination and Election Action Items and Timetable

■ **New Requirements!** Recommendations for nominees must be submitted by two (2) PMI members in good standing, along with letters of recommendation (300 word maximum) and an Initial Nomination Evaluation Form (completed by the potential nominee), must be sent to the Nominating Committee Chair, in one e-mail, no later than **1 February 2011***. The required template can be found on the PMI Board Nomination and Election Community www.PMI.org/nominations.

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■ Members seeking self-nominations via petition (Petitioners) must submit to the Nominating Committee Chair their color photograph and biographical statement (on the required template) for posting on www.PMI.org/nominations no later than **1 February 2011**. It is incumbent on Petitioners to submit their interest and statements in a timely manner during the open nomination period to provide ample time to collect the required signatures. Eligible members may register support for Petitioners by visiting www.PMI.org/nominations. All nominees are obligated to abide by the election rules and other PMI governing documents.

■ Members considering a self-nomination require the support of at least 1% of the eligible voting membership. The number of PMI members as of **31 December 2010** will determine the number of required signatures and that number will be posted to www.PMI.org/nominations. Required signatures for members seeking a self-nomination must be acquired (via this site) and submitted to the Nominating Committee by **1 February 2011**.

■ Biographical statements (on the required template) and a color photograph for all nominees placed on the ballot must be received no later than **6 June 2011**. Failure to comply may invalidate candidacy.

■ Election information will be electronically transmitted on or before **22 August 2011** to all eligible voters who have a valid e-mail address in the PMI database as of **30 June 2011**. Visit <https://my.pmi.org/Pages/ContactInformation.aspx> to update your contact information. Student members are not eligible to vote.

■ All electronic ballots must be submitted by 5:00 p.m. U.S. Eastern Time (UTC-4 Hours) on **27 September 2011**.

■ Election results will be announced at PMI Global Congress 2011— North America.

*Note that the Nominating Committee will be working throughout the open nomination period on developing a potential list of potential nominees and it is suggested that nominations be submitted to the Nominating Committee Chair as early as possible.

Please address all nominations and inquiries to:

2011 Nominating Committee Chair
c/o Project Management Institute
14 Campus Blvd
Newtown Square, PA 19073-3299 USA

Send e-mail to: chair@pmi.org