

PMIWDC ByLaws

**Project Management Institute
Washington, D.C. Chapter
Bylaws
(for adoption for 01/01/2019)**

Article I – Name, Principal Office; Other Offices

Section 1. Name/Non-Profit Incorporation.

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

Section 2. Legal Requirements.

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

Section 3. Principal Office; Other Offices.

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

Article II – Relationship to PMI®

Section 1. The Chapter 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 Chapter 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 Chapter’s Charter with PMI®.

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

Article III – Purpose and Limitations of the Washington, DC Chapter

Section 1. Purpose of the Chapter.

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

Section 2. Limitations of the Chapter

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

Article IV – Chapter Membership

Section 1. General Membership Provisions

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

Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sexual orientation, 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 Chapter 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 Chapter membership dues to PMI®. If a member resigns, or their membership is revoked for just cause, membership dues shall not be refunded by PMI® or the Chapter.
- D. Membership in the Chapter 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 considered delinquent for a period of one (1) month and their names removed from the Chapters' official membership list. A delinquent member may be reinstated by payment to PMI® in full of all unpaid dues for PMI® and the Chapter within one-month delinquent period.
- F. Upon termination of membership in the Chapter, the member shall forfeit all rights and privileges of Chapter membership.
- G. All members in good standing of the Chapter may vote on Chapter issues presented to the membership. All members may hold office subject to the requirements specified elsewhere in these Bylaws.

Section 2. Classes and Categories of Members

The Chapter shall not create its own membership categories. PMI® Chapter membership categories shall be consistent with PMI® membership categories

Article V – Chapter Governance and Operations

Section 1. The Chapter 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. The Board shall:

- A. Be responsible for executive leadership and fulfilling the mission and vision of the Chapter's business plan.
- B. Provide Chapter governance through strategic planning, policy development, annual operations and budget planning approval, oversight of Chapter operations, maintenance of Bylaws, and management of financial reserves.
- C. Provide Chapter services to the membership and the community as reflected in the annual operations plan.
- D. Review budget versus actual expenditures at least once annually and as needed thereafter based on the projected estimate at completion and trends.

Section 2. The Board shall consist of nine (9) Vice Presidents elected by the Chapter membership, plus positions appointed and confirmed by the Board: a Chair, Chair Elect, and Trustee. All PMIWDC Board members shall be PMI and PMIWDC members in good standing.

- A. The term of office for the Chair, elected by a two-thirds (2/3) majority confirmation of the members of the Board, shall be one year in length. The Chair qualifications shall be consistent with the "Board Structure Policy." It would

normally be expected, but is subject to the confirmation of the Board, that the Chair Elect would succeed the Chair.

- B. The term of office for the Chair Elect, elected by a two-thirds (2/3) majority confirmation of the members of the Board, shall be one year in length. The Chair Elect qualifications shall be consistent with the “Board Structure Policy.” It would normally be expected, but is subject to the confirmation of the Board, that the Chair Elect would succeed the Chair.
- C. The term of office for the Trustee, appointed by the Chair, shall be one year in length with no limit to the number of consecutive terms, but must be re-affirmed by the Board annually.
- D. The terms of office for the Vice Presidents (VPs) shall be three years in length with a limit of two consecutive terms in the same position.
- E. VPs shall be elected by the general membership or appointed per Article V, Section 8. The VPs shall report to the Chair and preside over the activities of their assigned functional area.
- F. Functional Area Assistant Vice Presidents (AVPs) are nominated chapter members, approved by the Board, to assist the Functional Area VP. An AVP is mentored for succession planning to step into a VP role.

The VP positions are staggered such that three (3) VPs are elected each year.

Section 3. Officers’ Duties.

Details of the Board position roles are defined in the Chapter’s Boards Structure Policy.

- A. The **Chair** shall be the Chief Executive Officer for the Chapter, preside over the Board, and perform such duties as are listed in the “Board Structure Policy.”

The Chair and Chair Elect shall oversee the submittal of a budget from the Vice-Presidents to be approved at the start of each fiscal year.

- B. The **Chair Elect** shall assist the Chair with managing the chapter activities and shall assume the role of the chapter Chair, if the Chair is unable to perform duties for any reason.

It would normally be expected, but is subject to the confirmation of the Board, that the Chair Elect would succeed the Chair. If the Chair Elect is unable, unwilling or not confirmed by the Board as succeeding the Chair, the Board will elect an appropriate replacement from current or past Board membership as per Article V Section 8 of these bylaws.

- C. The **Trustee** shall provide advice and counsel to the Board based on at least five years of active service on the PMIWDC Chapter Board and shall be responsible for maintaining Chapter history and official artifacts.
- D. The **VPs** shall exercise accountability and responsibility on matters of governance and oversight in the best interest of the membership, ensuring that activities and decisions align with the Chapter charter, bylaws, vision, mission statements, and strategy.

- E. The Board shall keep the records of all business meetings of the Chapter and meetings of the Board.
- F. The Board shall ensure an independent financial audit is conducted annually and review each year's results.

Section 4. The Board shall exercise all powers of the Chapter, except as specifically prohibited by these Bylaws; the PMI® Bylaws and policies; the PMIWDC Charter with PMI®; and the laws of the jurisdiction where the organization is incorporated/registered. The Board shall be authorized to adopt and publish a strategic plan, policies, procedures and rules as may be necessary and consistent with these Bylaws and PMI® Bylaws and policies, and to exercise authority over all Chapter business and funds. The Board has final approval over all Chapter policies.

Section 5. The Board shall meet at the call of the Chair and/or Chair Elect, or at the written request of three (3) Board members. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each elected Board member shall be entitled to one (1) vote. In the event a VP cannot attend a Board meeting, the VP may designate another VP or one of their Functional Area Assistant Vice Presidents (AVPs) to attend a meeting and vote in their stead but must notify the Chair and Chair Elect in advance of the meeting. At their discretion, the Board may conduct business by teleconference, facsimile or other legally acceptable means. Procedures for voting at such meetings shall be consistent with the laws of the Commonwealth of Virginia. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

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

Section 7: A Board member may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the Board.

Section 8: If any Board VP position becomes vacant, the Chair, with the simple majority approval of the Board, may appoint a successor to fill the office for the unexpired portion of the term for the vacant position.

- A. In the event the Chair is unable or unwilling to complete the current term of office, the Chair Elect shall assume the duties and office of the Chair for the remainder of the term. The Board will then elect by a simple majority confirmation of the members of the Board, a VP and confirm the replacement for the Chair Elect.
- B. In the event the Chair Elect is unable or unwilling to complete the current term of office, the Board (for the remainder of the Chair Elect's term) will appoint a replacement from the pool of VPs.
- C. The Chair, with the simple majority approval of the Board, may appoint a qualified successor to fill the office for the unexpired portion of the term for the vacant VP position.

Article VI - Chapter Nominations and Elections

Section 1. The nomination and election of officers shall be conducted annually in accordance with the requirements stipulated in Bylaw Articles IV, V, and VI. All members in good standing of the Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures based on race, color, creed, gender, age, marital status, sexual orientation, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Election results are announced within 15 days after election closes. For transition purposes, once the Nominating Committee announces the results to membership, elected candidates shall begin attending Board meetings as non-voting members. Elected candidates shall officially take office, as a voting member, 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.

Section 3. The Chair shall appoint the Nominating Committee Chair with the approval of the Board as stated in Article VII Section 2 and shall also sponsor the Nominating Committee. The Nominating Committee shall prepare a slate containing qualified nominees and shall make a good-faith effort to identify at least two nominees for each open position.

- A. If it becomes impossible to comply with any of these election provisions due to the lack of availability of qualified candidates or other similar reasons, such provisions may be waived by a two-thirds (2/3) majority of the Board.
- B. The Committee shall be authorized, with simple majority approval of the Board, to remove a nominee that does not meet the position qualifications or that has known violations of PMI or Chapter governing documents, i.e., the Charter, Bylaws, policies.
- C. Candidates for Board positions may be self-nominated or be nominated by petition process established by the Nominating Committee and approved by the Board.
- D. Elections shall be conducted by electronic vote in compliance with the legal jurisdiction.
- E. The candidate who receives a majority of votes cast for each office shall be elected.
- F. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board. In the event of a tie, the Committee Chair shall cast the tie-breaking vote.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee. Candidates for Chair and Chair Elect cannot serve on the Nominating 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, self-campaigning, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Nominating Committee will be the sole distributor of all election materials for Chapter elected positions.

Article VII – Chapter Committees

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the Chapter. The Board shall establish a charter for each committee, which defines its purpose, term, authority and outcomes. Committees are responsible to the Board; committee members shall be appointed from the membership of the Chapter. The Chapter officers can participate and vote on the Chapter Committees, unless it specifically is restricted within these Bylaws,

Section 2. All committee members and a chairperson for each committee shall be appointed by the Chapter Chair or the VP presiding over that functional area with the approval of the Board.

Article VIII – Chapter Finance

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

Section 2. Chapter annual membership dues shall be set by the 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 1) by the Chair, 2) by a majority vote of the Board, or 3) by a petition to the Chair from five percent (5%) of the voting membership. Notice of all special meetings shall be sent by the Board to

membership in advance of the meeting to allow membership the opportunity to 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 3. Quorum at all annual and special meetings of the Chapter shall be those members in good standing, present and in-person.

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

Article X - Indemnification

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

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

Section 3. To the extent permitted by applicable law, the Chapter may purchase and maintain liability insurance on behalf of any person who is or was a Board member, officer, employee, trustee, agent or authorized representative of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XI- Adoption and Amendments

Section 1. Upon approval, these Bylaws shall be effective January 1, 2019, with officers to be elected prior to that date in accordance with the process described herein. Approval shall be by two thirds (2/3) vote of the voting membership in good standing present at the annual meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot.

Section 2. These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at the annual meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least forty-five (45) days before such meeting or vote.

Section 3. Amendments may be proposed by the Board on their 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. All such proposed amendments may be amended as described above.

Section 4. All amendments must be consistent with PMI®'s Bylaws and the policies, procedures, rules and directives established by the PMI® Board of Directors, as well as with the Chapter's Charter with PMI®.

Article XII – Dissolution

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

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

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

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

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.