



Project Management Institute Washington, DC Chapter

2022 PMIWDC Bylaws

PMIWDC Bylaws

**Project Management Institute
Washington, D.C. Chapter
Bylaws
(For adoption on TBD)**

Article I – Name, Principal Office; Other Offices

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Washington, D.C. Chapter (hereinafter “PMIWDC” and/or the “Chapter” throughout this document). PMIWDC 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, United States, as a 501(c) (6) organization.

Section 2. Legal Requirements.

The Project Management Institute, Washington, D.C. Chapter (PMIWDC) meets all legal requirements in the jurisdiction in which PMIWDC conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices.

The principal office of the chapter shall be in Mclean, VA located in the Commonwealth of Virginia, United States.

Article II – Relationship to PMI

Section 1. PMIWDC 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 PMIWDC may not conflict with the current PMI® Bylaws and all policies, procedures, rules, or directives established or authorized by PMI® as well as with PMIWDC’s Charter with PMI®.

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

Article III – Purpose and Limitations of the Project Management Institute, Washington, DC (PMIWDC) Chapter

Section 1. Purpose of the PMIWDC Chapter.

- A. General Purpose. PMIWDC 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 a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between PMIWDC and PMI® and these Bylaws, the purposes of PMIWDC shall include the following:
 - a) Foster professionalism in the management of projects.
 - b) Contribute to the quality and scope of project management.
 - c) Stimulate appropriate global application of project management for the benefit of general public.
 - d) Provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members and others interested and involved in project management.
 - e) Identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
 - f) Provide opportunities for the project management education and professional development of its members.

Section 2. Limitations of the PMIWDC Chapter

- A. General Limitations. The purposes and activities of PMIWDC shall be subject to the limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMIWDC's Articles of Incorporation.
- B. The membership database and listings provided by PMI® to PMIWDC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMIWDC; 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 Chapter Officers, which includes the Chair, Chair Elect, Vice-Presidents, and Trustee 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 laws.

Article IV – PMIWDC Chapter Membership

Section 1. General Membership Provisions

- A. Membership in the Project Management Institute, Washington, D.C. 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. Upon termination of Chapter membership, the member shall forfeit all rights and privileges of membership.
- 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 such one-month delinquent period.
- F. To become a member in good standing, the individual must pay the required PMI dues and PMIWDC Chapter dues. All Chapter members in good standing may vote on Chapter issues presented to the membership. All members in good standing may hold office subject to the position requirements specified elsewhere in these Bylaws and in the PMIWDC Board Structure Policy.

Section 2. Classes and Categories of Members

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

Article V – PMIWDC Chapter Board of Directors

Section 1. The Chapter shall be governed by a Board of Directors (Board) comprised of elected Officers (Chair (also known as President), Chair Elect (also known as COO), Vice Presidents, and an appointed Trustee. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation.

The Board shall:

- A. Be responsible for leadership and fulfilling the mission and vision of the Chapter.
- B. Develop and execute an annual operations plan.
- C. 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.
- D. Ensure the Chapter submits annual tax filings, maintain accurate chapter records, publish an annual report, and maintain operational policies and procedures.
- E. Provide Chapter services to the membership and the community as reflected in the annual operations plan.
- F. Review budget versus actual expenditures for all projects, estimated project completion, and market trends based on a frequency determined by the Board.

Section 2. The Board shall consist of a Chair, Chair-Elect, nine (9) Vice Presidents, and a Trustee. These board members may also be referred to as Chapter Officers. All PMIWDC Board members must be PMI and PMIWDC members in good standing. The positions of Vice-President(s) and Chair-Elect are elected by the Chapter membership.

- A. The term of office for the Chair, shall be one year in length. The Chair qualifications shall be consistent with the “Board Structure Policy.” The Chair must have previously been elected by Chapter membership through prior PMIWDC Board service. The Board confirms with a simple majority that the Chair-Elect would become the new Chair
- B. The term of office for the Chair-Elect shall be one year in length. The Chair-Elect qualifications shall be consistent with the “Board Structure Policy.” The Chair-Elect must be elected by the Chapter membership.
- 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. The VP positions are staggered such that three (3) VPs are elected each year. The VP qualifications shall be consistent with the “Board Structure Policy.” 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 areas of responsibility.
- E. Assistant Vice Presidents (AVPs) are appointed chapter members, selected by the VP, and approved by the Board, to assist the VP within their area of responsibility. AVPs are not Board Officers but are mentored for succession planning to step into a VP role.
- F. The remaining Board positions exist to support the Chapter’s requirements and the Project Management Institute’s (PMIs) guidance and regulations. As such, VP positions are created or removed, reflecting the dynamic nature of the Chapter and the project management profession.

Section 3. Board Responsibilities

Details of the Board position roles and responsibilities are further defined in the Chapter’s “Board Structure Policy.” Several common board positions are noted below.

- A. The Chair shall preside over the Board and perform such duties as are customary for Executive Officers including making all required Board position appointments with the approval of the Board. The Chair shall serve as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee.
- B. The Chair-Elect shall assist the Chair with managing the chapter activities and shall assume the role of the Chair, if the Chair is unable to perform duties for any reason.
- C. 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.
- D. 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 and conduct an annual Bylaws and policy review.
- E. The VP of Finance shall provide overall financial oversight of the chapter, manage the chapter accounting and financial matters, and serve as trustee of management reserves.

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 Commonwealth of Virginia. 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.

Section 5. The Board shall hold a minimum of nine official board meetings throughout the year. Special board meetings shall occur at the call of the Chair and/or Chair-Elect, or at the written request of three (3) Board members. At any given meeting, a quorum shall consist of no less than one-half of the membership of the Board. Voting members of the board include the Chair, Chair-Elect, and the nine Vice Presidents. Each Officer shall be entitled to one (1) vote. In the event an Officer cannot attend a Board meeting, the Officer may designate another Board member or their AVP to attend a meeting and vote in their stead but the Officer 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. The Board may declare an Officer or Board position vacant when an Officer ceases to be a member in good standing (non-payment of dues) of PMI or of PMIWDC, or where the Officer fails to attend two (2) consecutive board meetings or misses a total of three board meetings within a given year. A Board member may resign by submitting written notice to the Chair or VP of Operations Services. 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 written notice.

Section 7: A Board member may be removed from office for just cause in connection with the affairs of the organization, or failure to follow PMI®'s Code of Conduct by a simple majority vote of the Board or by a simple majority vote of members present and in person at an official meeting of membership.

The discharged board member has the right to submit a formal grievance to the Board. The Chair will appoint a non-voting representative (i.e., an AVP, the Trustee, or Past Board member) to form a committee of three to five Chapter member volunteers in good standing to review the grievance and make a recommendation to the Board. The Board will review the recommendation and by simple majority vote determine to reinstate or formally remove the individual.

Section 8: If any Officer position becomes vacant, the Chair, with the simple majority approval of the Board, may appoint a successor to fill the position 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 of Chair with a simple majority confirmation of the Board.
- B. 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 the current pool of VP's or past Board leadership. The Board will then elect by a simple majority confirmation the replacement for the Chair.
- C. In the event the Chair-Elect is unable or willing to complete the term of office, the Chair with a simple majority approval of the Board, may appoint a qualified successor from the

current pool of VP's or past Board leadership to fill the office for the unexpired portion of the term of the vacant Chair-Elect position.

- D. In the event a VP is unable or unwilling to complete the term of office, 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 of the vacant VP position.

Article VI – PMIWDC Chapter Nominations and Elections

Section 1. The nomination and election of Board Officers shall be conducted annually in accordance with the requirements stipulated in Bylaw Articles IV, Section 1, Article V, Section 2, and Article VI. All Chapter members in good standing shall have the right to vote in the election. Discrimination is prohibited 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.

Section 2. Election results shall be 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 Board member, on the first day of January following their election, and shall hold office for the duration of their term or until their successors have been elected.

Section 3. The Chair shall appoint the Trustee as the Chair of the Nominating Committee with the approval of the Board as stated in Article VII Section 2. In the event the Chapter does not have a Trustee, the Chair shall appoint a prior Board member or a non-voting Board member as Chair of the Nominating Committee. The Nominating Committee Chair shall not be an active or current Board member.

The Nominating Committee shall consist of a minimum of three maximum of five-chapter members (in good standing) which includes the Nominating Committee Chair and may include: past PMIWDC Board Members, Chapter Member Volunteers, and any current AVPs not currently running for election.

The Nominating Committee shall prepare a slate containing qualified nominees, distribute election materials, and verify the ballots. The nominating committee shall make a good-faith effort to identify at least two nominees for each open Board position and shall determine the eligibility and willingness of each nominee to stand for election. Once the committee has compiled a list of candidates, the candidates will be presented to the board for a simple majority confirmation prior to presenting to membership for election.

- 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 simple majority vote of the Board.
- B. The Committee shall be authorized, with simple majority approval by the Board, to remove a nominee that does not meet the position qualifications as defined in the Board Structure Policy or that has known violations of PMI or the Chapter's 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, Chair-Elect, and all voting Board members 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 – PMIWDC Chapter Committees

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the Chapter. The types of committees are further defined in the “Board Structure Policy.” 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 by the Board from the membership of the Chapter. Chapter Officers can serve 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 Board Chair or the VP presiding over the activities of their assigned areas of responsibility.

Article VIII – PMIWDC 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 PMIWDC Board shall establish policies and procedures to govern the management of Chapter 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 two percent (2%) 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 – Inurement and Conflict of Interest:

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

Section 2. No officer, director, appointed committee member or authorized representative of the PMIWDC Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Chapter of actual and reasonable expenses incurred by an officer, AVP, committee member or other authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. The Chapter may engage in contracts or transactions with members, elected officers, appointed AVPs or committee members, or authorized representatives of PMIWDC and any corporation, partnership, association or other organization in which one or more of the Chapter's officers, appointed AVPs or committee members or authorized representatives are: Officers, appointed AVPs or committee members, 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 board who do not have an interest in the transaction or contract;
- C. The contract or transaction is fair to PMIWDC and complies with the laws and regulations of the applicable jurisdiction in which the Chapter 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, appointed AVPs and committee members and authorized representatives of the PMIWDC Chapter shall act in an independent manner consistent with their obligations to the Chapter and applicable laws, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, appointed AVPs and committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the

PMIWDC Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from vote on, or influencing the consideration of, such matters.

Article XI - Indemnification

Section 1. In the event that any person who is or was a PMIWDC Board Member, appointed AVP or 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 PMIWDC 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 an officer, appointed AVP or committee member, 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 - Adoption and Amendments

Section 1. Upon approval, these Bylaws shall be effective with the Board to be elected prior to that date in accordance with the process described herein. Approval shall be by simple majority vote of the membership in good standing present at the annual meeting of the Chapter duly called and regularly held; or by a two percent (2%) 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 simple majority vote of the voting membership in good standing present at the annual meeting of the Chapter duly called and regularly held; or by two percent (2%) vote of the voting membership in good standing voting by electronic ballot. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

Section 3. Amendments may be proposed by the Board on their own initiative or upon petition by two percent (2%) 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 XIII – Dissolution

Section 1. If the Chapter or its governing board 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 operations 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 PMIWDC Chapter is considering dissolving, the PMIWDC members of the Board of Directors must notify PMI® in writing and follow the 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.