

**V16 2020 September 24**

**RULES  
OF THE  
PROJECT MANAGEMENT INSTITUTE  
EDUCATIONAL FOUNDATION  
BOARD OF DIRECTORS**

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Rules of the Project Management Institute Educational Foundation (PMIEF) Board Chapters are numbered to correspond with the related Bylaws Article number.

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## Chapter 2 – Purposes and Limitations of PMIEF

### 2.1 PMIEF Outreach

2.1.1 Definition. Outreach is defined as interfacing with PMIEF stakeholders and potential stakeholders as an official representative of PMIEF. Individual PMIEF Board Directors, the PMIEF Board, as a full governing body, and PMI staff dedicated to PMIEF may engage in outreach for the purpose of achieving one or more objectives, as identified in the Strategic Agenda.

2.1.2 Outreach Plan. The PMIEF Chief Operating Officer (COO) will be responsible for producing a specific operational outreach plan no later than 31 December for the following year. This plan will be aligned with the strategic agenda set by the PMIEF Board.

2.1.3 Approved Outreach Activities. The outreach plan activities may include:

- a. Awareness Building Opportunities. PMIEF may gain initial contact with an individual, entity, a new market, or market segment with the goal to introduce PMIEF; build awareness of PMIEF activities, products, or services; or gather information for strategic planning.
- b. Development Meetings. PMIEF may participate in development meetings with professional organizations or other entities, usually for the purposes of exploring opportunities for donor cultivation, donation requests, and stewardship.
- c. Programmatic Meetings. PMIEF may participate in meetings with individuals and entities, usually for the purpose of gathering strategic information for programs, developing relationships with programmatic partners or potential partners, and meetings related to the administration of grants.
- d. Speaking Engagements. PMIEF may speak at meetings of stakeholders and potential stakeholders.
- e. Other. PMIEF COO, or his or her designee, will approve any other outreach activities that support the strategic agenda, as budget permits.

2.1.4 In the performance of their Outreach activities, individual Directors shall:

- a. Speak with “one voice” while representing PMIEF.
- b. Avoid making commitments on behalf of the PMIEF Board, PMI staff dedicated to PMIEF, or the PMIEF at large, unless authorized.
- c. Prepare for the engagement by reading, comprehending, and seeking clarification of the briefing material and other resources in advance.
- d. Ascertain the appropriate cultural norms and sensitivities required; in other words, gift exchange, reception of guests, or other considerations.
- e. Submit a report or reports promptly and in the required format, including any proposed follow-up actions.

2.1.5 Logistics Support. A designated Staff Coordinator will communicate and coordinate outreach and logistics. This includes:

- a. Identifying attendee(s).
- b. Developing advance travel and briefing material, where required.
- c. Providing finished presentation material, no later than seven (7) days prior to the presentation.
- d. Providing exhibit displays and any PMIEF collateral to be used at outreach engagements.
- e. Estimating and tracking expenses.
- f. Ensuring any follow-up items are assigned and tracked.
- g. Ensuring a repository is maintained, accessible by individual Directors at any time, for completed PMIEF presentations.

## **2.2 Donor Relations**

2.2.1 Donor Cultivation. PMIEF Board Directors will participate in fundraising activities, as described in Board Director Expectations.

2.2.2. Donor Recognition. The PMIEF Board shall provide through delegation to the PMIEF COO, or his or her designee that each donor is recognized for his or her donation in accordance with PMIEF policies.

## **2.3 Grant Making**

2.3.1 Grant Making to Organizations. In addition to making contributions to other not-for-profit organizations exempt from the United States Federal income tax law under Section 501(c)(3) of the Code, as stated in the PMIEF Bylaws, the PMIEF may make grants to not-for-profit organizations outside the United States that appear to be equivalent to a US 501(c)(3) organization and such other organizations, as may be deemed legally permissible. Such grants will be made in accordance with relevant PMIEF policies.

2.3.2 Grant Making to Individuals. PMIEF may also provide scholarships and awards to individuals consistent with its educational and research purposes under the United States Federal income tax law Section 501(c)(3). Such scholarships and awards will be made in accordance with relevant PMIEF policies.

## **Chapter 3 - PMIEF Board of Directors**

### **3.1 PMIEF Board Composition and PMIEF Director Qualifications.**

3.1.1 The PMIEF Board shall appoint the Committee for the Selection of Elected Directors to propose prospective candidate(s) for election to the PMIEF Board. The primary consideration of the Committee for the Selection of Elected Directors is to consider the overall composition of the PMIEF Board in order to fulfill its mission.

- 3.1.2 All applicants for a PMIEF Board directorship must agree and be willing and able to:
- a. commit the time required to fulfill PMIEF Board responsibilities, including travel;
  - b. communicate effectively in English, both orally and in writing;
  - c. abide by the PMI Code of Ethics and Professional Conduct;
  - d. abide by the PMI Board and Board Committee Member's Code of Conduct prohibiting simultaneous service in multiple PMI volunteer roles;
  - e. have no real or perceived conflicts of interest with PMIEF, as outlined in PMIEF Rule of the Board 3.4; and
  - f. sustain an annual financial contribution to PMIEF during service on the PMIEF Board.

Failure to agree to or show adherence to any of the stated criteria will disqualify an applicant from being considered as a candidate.

3.1.3 All nominated candidates must meet the required criteria, which focus on the candidate's understanding of nonprofit governance and strategy development, skills needed for successful board work, leadership, and interpersonal capabilities:

- a. exhibits a passion for PMIEF's work by a sustained commitment to furthering PMIEF's strategies;
- b. demonstrates capability and experience in strategy development, focusing on the big picture, and assuring effective translation of strategy to execution;
- c. brings relevant experience to the organization;
- d. brings experience working with a growing, maturing organization;
- e. brings significant experience on a nonprofit or foundation board, especially in leadership roles;
- f. is willing, interested in, and demonstrates the ability to serve in fund raising for PMIEF,
- g. brings a reputation for initiative and solid accomplishment in recent volunteer and professional roles; and
- h. demonstrates leadership and teamwork in a collaborative, collegial, respectful, and productive way with people having diverse backgrounds, cultures, and viewpoints.

3.1.4 In addition, the candidate nominations should enable that the Board maintains diversity in its overall composition, in order to accomplish its mission.

### **3.2 Conduct of Directors Related to Election and Appointment of Directors**

3.2.1 Re-election/Re-appointment of Directors.

- a. Elected PMIEF Board Director. An elected PMIEF Board director, who is eligible to serve a second consecutive term, may stand for re-election through the PMIEF election process.

PMIEF elected Board Directors may not seek a second consecutive term through the PMI Board's appointment process.

- b. Appointed PMIEF Board Director. An appointed PMIEF Board Director who is eligible to serve a second consecutive term must re-apply through the PMI Board's appointment process. If the appointed PMIEF Board Director is not re-appointed to the PMIEF Board by the PMI appointment process, his or her name will automatically be submitted for the PMIEF election process and the Director can opt to stand for election.
- c. If a PMIEF Board Director is successful in either the appointed or elected process, the term limits for PMIEF Board Directors set forth in the PMIEF Bylaws Section C, Clause 2 will apply.

3.2.2 Reference Letters: Current PMIEF Directors may not provide letters of reference to persons interested in joining the PMIEF Board.

### **3.3 PMIEF Board Education and Training**

3.3.1 New Director Orientation and Training. A PMIEF Board Education and Training Program will be maintained to orient newly elected and appointed Directors to their roles and responsibilities. Board education and training will start, as soon as possible after election or appointment, and continue through the first year of service.

3.3.2 Continuing PMIEF Board of Directors Education and Training. Ongoing education and training will be provided to all Directors, as identified and allocated in the annual PMIEF budget.

3.3.3 PMIEF Board of Directors Officer Education and Training. PMIEF Officer Education and Training is officer-to-officer transition.

### **3.4 PMIEF Rules of Conduct.**

3.4.1 All PMIEF Board Directors, PMIEF Committee members, and other PMIEF volunteers are required to ascribe to and follow the PMI Code of Ethics and Professional Conduct. The PMIEF Board requires these individuals to adhere to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum.

Accordingly, PMIEF Board Directors, PMIEF Committee members, and other PMIEF volunteers:

- a. Must conduct themselves with unconflicted loyalty to the interests of PMIEF when volunteering on behalf of PMIEF. This accountability supersedes any conflicting loyalty, such as loyalty to other advocacy or interest groups, membership on other boards, and professional responsibility to an employer. It also supersedes the personal interests of any PMIEF volunteer.
- b. Must understand, accept, and uphold their fiduciary responsibility to PMIEF and must avoid conflicts of interest and mitigate any perceived conflicts of interest, as well as the appearance of any conflict of interest with respect to the following.
  - 1. PMIEF Board Directors, PMIEF Committee members, and other PMIEF volunteers must abide by relevant PMIEF policies and hold each other accountable for doing so.

2. There must be no self-dealing, private business activity, or personal services between or among any PMIEF Board Director, Committee member or PMIEF. This rule applies whether or not the services or products comprising the business activity are rendered for free or for compensation, including expenses. For purposes of this rule a “PMIEF Board Director or Committee member” includes any organization in which the PMIEF Board Director, PMIEF Committee member, or any member of his or her immediate family has a beneficial equity ownership interest of at least ten percent (10%), is an officer or member of the organization’s Board of Directors.
3. For purposes of section b, “private business activity” and “personal services” do not include participation in PMIEF programs and activities that are available to all qualified individuals or organizations, provided that no preferential treatment is given to any PMIEF Board Director or PMIEF Committee member regarding the qualifications, terms and conditions under which he or she is permitted to participate in such programs and activities.
4. A PMIEF Board Director or PMIEF Committee member will recuse themselves without comment from any and all deliberations and voting, when the PMIEF Board Director or PMIEF Committee member is to address an issue in which the PMIEF Director or PMIEF Committee member has an actual or perceived conflict of interest.
5. PMIEF Board Directors and Committee members must not use their positions to obtain PMIEF or PMI contracts or employment for themselves, family members, associates, or employer. Should a PMIEF Board or Committee member desire such an employment offer, he or she must first resign from the position as a PMIEF Board Director or PMIEF Committee member.
6. A PMIEF Board Director, Committee member, or any member of his or her family is not eligible to receive any PMIEF grant, scholarship, or award during their tenure. Similarly, any PMIEF volunteer engaged in the selection of a recipient for a PMIEF grant, scholarship, or award, along with family members are not eligible to be selected.
7. The PMIEF Board may exempt, for good cause, a member of the PMIEF Board, a PMIEF Board Support Committee, or Task Team from one or more of the provisions of this Rule by an affirmative vote of at least two-thirds of the PMIEF Board and provided that the exemption does not permit an actual conflict of interest or actual self-dealing.
8. A PMIEF Board Director, PMIEF Committee member, or any member of their family will not be permitted to engage in any business relationship with PMIEF that involves financial gain or any other form of compensation, excluding expenses.
9. PMIEF Board Directors and PMIEF Committee members must obtain approval from the PMIEF Chair, in consultation with the PMIEF COO, to speak in his or her individual capacity or that of his or her employer at any event related to PMIEF programs or activities to ensure adherence to PMIEF Rules of Conduct and review of messaging.
10. Individual Board Directors shall speak with “one voice” while representing PMIEF.

11. PMIEF Board Directors and Committee members may not attempt to exercise individual authority over the organization, except as explicitly set forth in PMIEF Board Rules or Committee charters.
  - a. Interaction with the COO or staff must recognize the lack of individual authority, except when explicitly authorized by PMIEF Board Rules or Committee charters.
  - b. Interactions with the public, press, or other entities must recognize the same lack of individual authority and the inability of any PMIEF Board Director or Committee member to speak for the PMIEF Board or Committee, except to repeat explicitly stated PMIEF Board decisions.
  - c. PMIEF Board Directors and Committee members will not make public, negative, individual judgments of the performance of the PMIEF COO or PMI staff assigned to PMIEF.
12. PMIEF Board Directors will treat all Board interactions as confidential, as described in Board Director Expectations.
13. When speaking at PMI related events, including but not limited to PMI chapter and other PMI affiliated events about non-PMIEF topic or subject matter, PMIEF Board Members will:
  - a. disclose membership on the PMIEF Board of Directors and that they are not speaking on behalf of the PMI Educational Foundation or PMI; and
  - b. let the PMIEF COO and the Executive Director know of the PMI event at which they will be speaking.
14. Must use PMIEF provided email for all PMIEF business and communications. Specifically, all email from PMIEF concerning Board business will be sent to the PMIEF provided email.
15. If a PMIEF board director sits on the board of another non-profit organization, during that Board director's tenure, neither PMIEF, that director, or any other directors will promote or provide any assistance, including grants, training scholarships, endorsements, or other similar activities to that organization.
16. PMIEF Directors shall inform the Chair and General Counsel and must obtain approval from the Chair to engage in an activity in their individual capacity or that of their employer, with activity sponsored by a nonprofit organization, to ensure adherence to the Board Member Code of Conduct Guidelines in Rule of the Board 3.4. For the purpose of this Rule "activity" means, by way of example, speaking at a conference, being interviewed for print or video publication, giving endorsements, participating in an online program, writing an article, blog or paper. (Further Guidance: the limitation in the Rule of the Board to nonprofit organizations does not eliminate the possibility that conflicts may also arise with respect to other kinds of for-profit organizations. Direct any questions you may have to the Chair or General Counsel regarding activity with these organizations.)

### **3.5 Board Director Annual Contribution.**



Each PMIEF Board Director shall contribute monetarily to the PMIEF on an annual basis. PMIEF Board Director contributions may not remain anonymous.

### **3.6 Compliance.**

Each PMIEF Board Director shall sign applicable compliance documents, including but not limited to, confidentiality, conflicts of interest, copyright assignment, and records retention.

### **3.7 Re-election and Reappointment of Directors.**

3.7.1 Elected PMIEF Board Director. An elected PMIEF Board director who is eligible to serve a second consecutive term may stand for re-election through the PMIEF election process. PMIEF elected Board Directors may not seek a second consecutive term through the PMI Board's appointment process.

3.7.2 Appointed PMIEF Board Director. An appointed PMIEF Board Director who is eligible to serve a second consecutive term must re-apply through the PMI Board's appointment process. If the appointed PMIEF Board Director is not re-appointed to the PMIEF Board by the PMI appointment process, his or her name will automatically be submitted for the PMIEF election process, and the Director can opt to stand for election.

3.7.3 If a PMIEF Board Director is successful in either the appointed or elected process, the term limits for PMIEF Board Directors set forth in the PMIEF Bylaws Section C, Clause 2 will apply.

### **3.8 PMIEF Board and Stakeholder Communication Process**

3.8.1 Fundamental Communication Principles are recognized as follows:

- a. Avenues permitting stakeholders to provide input to the PMIEF Board's deliberation process.
- b. Avenues permitting stakeholders to convey their needs, positions and concerns to the PMIEF Board.
- c. Avenues allowing the PMIEF Board to fulfill its responsibility to communicate its vision, strategic direction, policies and decisions to stakeholders.

3.8.2 Response. Receipt of each communication shall be acknowledged and routed to the appropriate party for response.

- a. Operational issues and concerns shall be assigned to the PMIEF COO or delegated by the COO to the appropriate staff managers for response in accordance with appropriate operational procedures and policies.
- b. Strategic issues and concerns shall be routed to the PMIEF Board Secretary or another Director, as designated by the PMIEF Chair for assignment.
- c. PMIEF COO, delegated Staff or PMIEF Board Director shall prepare a response, have it reviewed by at least one other PMIEF Board Director and where required General Counsel. The response shall then be issued to the originating stakeholder or others, as required by the issue being addressed.

- d. The assigned PMIEF Board Director shall respond to the correspondence within 3 business days of receipt of the correspondence, unless it must be reviewed by General Counsel. When possible, the issue, concern or query should be resolved by the initial response. If it cannot be resolved or answered within 3 business days, a response should be issued identifying the course of action or timing for the final resolution within 3 business days.

## Chapter 4 - Officers

### 4.0 Nomination and Election of Officers of the PMIEF Board

4.0.1 Officer positions. The officer positions are described in the Bylaws of PMIEF.

4.0.2 Special Meeting. Consistent with the PMIEF Bylaws, the Incoming PMIEF Board shall conduct a Special Meeting subsequent to the announcement of the election results of the incoming Directors for the purpose of electing the Incoming Officers of the PMIEF Board. The meeting shall take place as soon as practicable after the announcement of the election results of the PMIEF Board. Notice and agenda shall be as described in the PMIEF Bylaws.

4.0.3 Declaration of Interest.

- a. Declaration of Interest for PMIEF Board Officer Positions. PMIEF Board members who may be interested in election to a PMIEF Board Officer position will be encouraged to provide a verbal Declaration of Interest Statement at the Special Meeting to elect PMIEF Board Officers. The purpose of this declaration is not a self-nomination, but to provide the Board with a sense of each member's interest in and qualifications for the various officer positions. Declarations are voluntary and does not commit any candidate to or prevent any candidate from accepting a nomination.
- b. Biographical Statement. All PMIEF Board members will be requested to provide a short, biographical statement at the Special Meeting to elect PMIEF Officers.

4.0.4 Presiding Officer. The Presiding Officer at the Special Meeting to elect PMIEF Officers shall be the Incumbent PMIEF Chair their designee. The Presiding Officer may not accept a nomination or stand for election as a PMIEF Officer during the Special Meeting to elect PMIEF Officers.

4.0.5 Order of Nominations and Elections. The nomination of candidates for Chair shall be followed by voting for Chair until one is elected. Next, the nomination of candidates for Secretary shall be followed by voting for Secretary until one is elected. Lastly, the nomination of candidates for Treasurer shall be followed by voting for Treasurer until one is elected.

4.0.6 Nominations and Elections. The Presiding Officer shall call for verbal nominations from the floor, for one position at a time in the order stated in 4.0.5. Individuals may self-nominate or be nominated by other members of the Board of Directors. A nomination shall be accepted subject to the nominee agreeing to serve, if elected. All such nominations shall be included on a written ballot prepared at the Special Meeting. The Presiding Officer shall close nominations, when it is apparent that there are no further nominations, and then call for voting for that position. Nominations for the next position shall follow when voting is completed, and results are announced. The nomination process shall conclude when nominations have been closed for the final vacant position. Unsuccessful nominees for one position are eligible for nomination for other positions.

4.0.7 Campaign and Electioneering. There shall be no campaigning or electioneering prior or subsequent to nominations at the Special Meeting. Potential nominees and actual nominees shall not utilize personal, business or PMIEF resources for campaigning or electioneering. Gifts and contributions by others, on behalf of potential nominees or nominees, are not permitted. Violations shall be brought to the attention of the Incumbent PMIEF Board Chair, PMI Vice President and General Counsel for review. They shall inform the individual or individuals involved in writing of the complaint. Failure to abide by the rules

may result in disqualification of the potential nominee or nominees for office and an ethics complaint against the campaigning or electioneering individual or individuals.

#### 4.0.8 Voting.

- a. Voting Eligibility. Only Directors of the Incoming PMIEF Board are eligible to vote.
- b. Voting Method. Each voter shall write in and rank on individual ballots the nominees standing for election for the position being voted, using a #1 for their first choice, and #2, #3, #4, and so forth to cover the actual number of nominees. The number of nominees for each position determines the number of rankings to be used in voting for each position.
- c. Required Vote. Voters must register a vote for every candidate; in other words, rank all nominees for a position. Any incomplete ballot shall be discarded.
- d. Declared Winner. The Teller shall declare the candidate receiving the lowest numerical total score the winner. Except in the case of a tie, winners will be selected as a result of the first round of voting.

4.0.9 Independent Teller. The Chair shall appoint a minimum of two (2) tellers for the purposes of collecting, counting, certifying and informing the Presiding Officer of the voting results. After informing the Presiding Officer of the results of each ballot, the Tellers shall return the original ballots of each election to the PMIEF COO for maintenance until the PMIEF Board ratifies the elections. All ballot contents shall be kept strictly confidential.

4.0.10 Tie Vote. In the case of a tie vote, the Teller shall inform the Presiding Officer, who shall call for subsequent balloting using written ballots prepared for the purpose. The balloting shall continue until the Teller informs the Presiding Officer of a winner in the tied election.

4.0.11 Announcement of Results. The Incumbent PMIEF Board Chair shall announce the results of the Officer elections to the PMI membership and PMIEF stakeholders, as soon thereafter as practicable.

4.0.12 Officer Election Ratification. Officer elections shall be ratified via resolution moved by the PMIEF Secretary or his or her designee at the first scheduled meeting of the New Year.

## **Chapter 5 - Meetings of the PMIEF Board**

### **5.1 Regular Meetings**

5.1.1 Primary Purpose. PMIEF Board meetings will be held for the primary purpose of conducting PMIEF Board business.

5.1.2 Time and Location. The time and location of all meetings will be determined by the PMIEF COO with concurrence from the PMIEF Board.

5.1.3 Meeting Agendas. PMIEF Board meeting agendas will be established in accordance with the PMIEF Annual Master Planning and Agenda Cycle Calendar. Items proposed for a PMIEF Board Meeting Agenda shall be directed to the PMIEF Secretary, following guidelines in Board Director Expectations. The PMIEF Secretary and the PMIEF COO or their designee shall prepare a draft agenda for each meeting for review and approval by the PMIEF Chair.

- a. PMIEF Annual Master Planning and Agenda Cycle Calendar. A draft of the Annual Master Planning and Agenda Cycle Calendar shall be prepared by the PMIEF Secretary with input from the PMIEF Board, including the PMIEF COO.
- b. Motions for Approval. The agenda may include motions for approval that first require PMIEF Board discussion and deliberation.
- c. Consent Calendar for Approval. The Agenda may include a Consent Calendar for Approval to facilitate a PMIEF Board motion and vote on topics requiring PMIEF Board approval, but not requiring discussion and deliberation. At the request of any PMIEF Director or PMIEF COO, the PMIEF Chair will remove any item from the Consent Calendar for Approval for discussion and deliberation during the meeting, if agenda time permits, or at a subsequent Board Meeting. Items remaining on the Consent Calendar for Approval, for a given meeting, will be approved, as appropriate, through a formal vote by the PMIEF Board.
- d. Consent Calendar for Receipt. The agenda may include a Consent Calendar for Receipt including topics requiring Board review prior to a Board meeting that will not require formal Board action. Board members may request that topics from the Consent Calendar for Receipt be discussed. The Consent Calendar for Receipt will be a permanent record of receipt by the PMIEF Board.

5.1.4 Meeting Agenda Materials. Agenda materials are those materials set forth in the PMIEF Annual Master Planning and Agenda Cycle Calendar, including the completed PMIEF Board Agenda Topic Templates and all supporting documentation received by the date established. The Agenda, previous meeting minutes, and completed Agenda Topic Templates will be posted to the PMIEF Board Online Community (OLC) by the PMIEF COO or their designee for access by all PMIEF Board Directors no less than 15 days prior to a regular Board meeting and five days prior to a PMIEF Board Special Meeting. Presentations related to agenda topics may be distributed in a second mailing prior to the meeting, distributed the day of the meeting, or posted to the OLC after the meeting.

5.1.5 Sessions within Meetings. Types of sessions refer to who may be in attendance at a meeting.

- a. Open Session. Meeting is open to the attendance of the public, including the press.

- b. Closed Session. Meeting is open to PMIEF Board Directors, PMIEF COO, invited staff, and invited guests. All special webinars and telephone meetings are closed sessions due to the nature of the communication medium. The purpose of a closed session is to prevent confidential business information from being disclosed to the public or to permit the free exchange of views and allow the Board to come to a consensus, so the Board members speak with “one voice” when the item passes a formal motion later in the meeting. Closed sessions may be either formal or informal sessions depending on the nature or the need for confidentiality regarding the Board’s agenda.
- c. Executive Session. Executive Session is held when issues of a sensitive or confidential nature are to be discussed by the PMIEF Board. All PMIEF Directors are invited to attend Executive Sessions. Additional attendees will be determined by the PMIEF Chair. Executive Sessions may be either formal or informal sessions, as determined by the PMIEF Chair.

5.1.6 Minutes of PMIEF Board Meetings. The PMIEF Secretary is responsible for the drafting, review, and subsequent Board approval of all PMIEF Board meeting minutes. The PMIEF COO or their designee shall provide support to the PMIEF Secretary in the accomplishment of this work, excluding Closed Executive Sessions.

- a. Written Minutes. Written minutes for each meeting of the PMIEF Board shall contain the names of the Directors of the PMIEF Board in attendance and the actions taken. At the discretion of the PMIEF Secretary, the minutes may contain follow-up actions, reports, and other documents considered at a meeting. The PMIEF COO shall ensure that all minutes are stored electronically in one location with appropriate electronic backup.
- b. Dissentions. A Director of the PMIEF Board may request that his or her dissenting vote, and the reasons thereto, be recorded in the minutes.
- c. Minutes of Executive Session. No minutes shall be kept of Executive Sessions of the PMIEF Board, unless an action is to be taken by formal motion requiring a vote of the PMIEF Board. In such instance, the Secretary shall take minutes. All such minutes shall be deemed privileged and confidential. The minutes shall be signed by two (2) other PMIEF Board Directors, who were present at the meeting and shall be kept in accordance with Executive Sessions records retention policies.
- d. Approval of Minutes. Approval of prior meeting minutes shall occur at the next regularly scheduled PMIEF Board meeting. No action of the PMIEF Board shall be considered final until the minutes are approved, unless another time is specified in the motion that meets the following criteria:
  - 1. effective date requested is germane to a business reason for the motion; and
  - 2. delaying the effectiveness of the motion until the minutes are approved would significantly impact PMIEF’s ability to implement the approved motion.

5.1.7 Annual PMIEF Board Meeting Calendar. Before 31 December, the next year’s calendar of scheduled Board meetings shall be provided by the PMIEF COO or their designee to each PMIEF Board Director in the PMIEF Annual Master Planning and Agenda Cycle Calendar and posted on the PMIEF Board Online Community.

## **5.2 Action by Directors without a Meeting**

The PMIEF Board may vote on a considered action without a meeting, if all voting Directors of the PMIEF Board unanimously agree to conduct Board business without a meeting. If unanimous consent is reached, then Directors may vote on the considered action. The considered action is passed if sufficient affirmative votes are obtained based on the nature of the action being considered, for example majority of voting Directors, two-thirds of all voting Directors. The PMIEF Secretary is responsible for ensuring that the process for action by Directors without a meeting has appropriate safeguards to verify Director identity for each vote. All normal rules of notice, agenda meeting materials, and quorum remain in effect for action by Directors without a meeting.

## Chapter 6 - PMIEF Board – PMIEF Chief Operating Officer

### 6.0 PMIEF Board and PMIEF COO Relations

6.0.1 COO Position on PMIEF Board. As stated in the PMIEF Bylaws, the PMIEF COO is a non-voting *ex-officio* PMIEF Board Director.

6.0.1.1 Delegation. The PMIEF COO has established the position of PMIEF Executive Director to function as his or her designee in many PMIEF operational functions.

6.0.2 Assigned COO Duties. The duties and authorities of the PMIEF COO are established in the PMIEF Bylaws. The PMIEF Board may authorize, by formal motion, additional duties to the PMIEF COO. Neither decisions nor instructions from individual PMIEF Board Directors, officers, or committees are binding on the PMIEF COO, except in instances when the PMIEF Board has specifically authorized delegation of such authority.

6.0.3 Additional Work Requests. In the case of individual PMIEF Board Directors or committees requesting information or assistance without PMIEF Board authorization, the PMIEF COO can refuse such requests, which in the PMIEF COO's opinion are either disruptive or require use of a material amount of resources.

6.0.4 Relationship Style. The PMIEF Board and the PMIEF COO will work to establish an open and productive relationship to achieve and implement the established goals and objectives of PMIEF.

6.0.5 Operational Direction. The PMIEF Board's ability to give official direction to the operational organization will be through the PMIEF COO. In the PMIEF COO's absence, directions from the PMIEF Board should be directed through the PMIEF COO designate.

6.0.6 Third Party Reviews. The PMIEF Board may direct the PMIEF COO to engage a third party with appropriate expertise to support the work of the PMIEF Board.

6.0.7 Expectations of PMIEF COO. The PMIEF Board expects the PMIEF COO to:

- a. provide operational leadership of the PMIEF Strategic Agenda;
- b. accomplish the current year elements of the PMIEF Integrated Plan;
- c. ensure adequate personnel and other support resources to execute the PMIEF Integrated Plan;
- d. provide support to PMIEF Committees and PMIEF volunteers, including PMIEF Liaisons, as volunteers from PMI Communities;
- e. implement and assure compliance with all PMIEF policies;
- f. comply with all applicable municipal, state, provincial, national laws and regulations; and
- g. provide sufficient periodic information to ensure that the PMIEF Board can fulfill its fiduciary and strategic responsibilities, including:



1. PMIEF Operations Monitoring. The PMIEF COO will provide periodic reports to enable the PMIEF Board to oversee PMIEF's performance regarding progress compared to the PMIEF Integrated Plan.
  - a. Monthly Financial Reports. The PMIEF COO will provide to the PMIEF Governance and Audit Committee monthly unaudited progress and performance reports, including financial statements regarding PMIEF's current financial position, as compared to the approved budget.
  - b. Strategic Performance. The PMIEF COO will provide periodic progress reports to enable the PMIEF Board to review and adjust, as needed, the PMIEF Strategic Agenda and Strategic Performance Outcomes, as stated in the PMIEF Integrated Plan.
  - c. Urgent Issues. The PMIEF COO will bring any urgent issue to the attention of the PMIEF Chair for potential action by the PMIEF Board.
2. Policy Compliance. In a timely manner, the PMIEF COO must report actual or anticipated non-compliance with any PMIEF policy.
3. Litigation. The PMIEF COO will provide the PMIEF Board periodic updates regarding any current or potential litigation relevant to PMIEF.
- h. Ensure alignment of the PMIEF Integrated Plan with the PMIEF Strategic Agenda.
- i. Ensure alignment of the PMIEF Strategic Agenda with the PMI Strategic Plan.
- j. Solicit annual feedback from the PMIEF Board regarding performance of the PMIEF Executive Director.

## **Chapter 7 - Committees**

### **7.1 Establishment of PMIEF Board Committees**

7.1.1 Purpose of Committees. PMIEF Board Committees are to assist the PMIEF Board in performing its work. PMIEF Board Committees, when used, will be assigned to support the PMIEF Board's work but never to interfere with delegation from the PMIEF Board to the PMIEF COO. These rules apply to any group that is formed by PMIEF Board action, whether or not it is called a committee, and regardless of whether the group includes PMIEF Board Directors or not. It does not apply to committees or other groups formed under the authority of the PMIEF COO.

7.1.2 Types of Committees. To help accomplish its work, the PMIEF Board may choose to implement the following types of "committees" with their defined purpose and duration.

- a. PMIEF Board Standing Committees. PMIEF Board Standing Committees are chartered annually by the PMIEF Board and charged with preparing for discussion and deliberation a specific aspect of the PMIEF Board's ongoing duties, responsibilities and performance of approved tasks. Members of PMIEF Board Standing Committees are PMIEF Board Directors, including the PMIEF COO or their designee, exclusively.
- b. PMIEF Board Support Committees. PMIEF Board Support Committees are chartered annually by the PMIEF Board to assist the PMIEF Board in accomplishing a specific aspect of the PMIEF Board's roles, responsibilities and approved tasks. Members of PMIEF Board Support Committees may include PMI members, non-PMI members, staff, other volunteers, and current PMIEF Board Directors.
- c. PMIEF Board Task Teams. PMIEF Board Task Teams may be chartered by the PMIEF Board to assist the PMIEF Board in accomplishing a specific aspect of the PMIEF Board's roles and responsibilities. PMIEF Board Task Teams may be established for a defined period of time as specified in its charter. Members of PMIEF Board Task Teams may include PMI members, non-PMI members, staff, other volunteers, and current PMIEF Board Directors.

7.1.3 Committee Charters. Each PMIEF Board Committee must have a charter approved annually by the PMIEF Board before the committee may commence work. The PMIEF Board must approve any changes to a committee charter.

7.1.4 Limitation of Authority. Each PMIEF Board Committee will have the authority and the duty to carry out its purposes, as set forth in its approved charter. PMIEF Board Committees may not speak or act for the PMIEF Board, except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the PMIEF COO. PMIEF Board Committees are prohibited from any activities or actions that will cause PMIEF to be legally or financially bound to an agreement or other relationships. Additionally, PMIEF Board Committees cannot exercise authority over assigned PMIEF staff.

7.1.5 Reporting. PMIEF Board Committees report through their committee chairs to the PMIEF Chair, unless specified otherwise in their committee charters.

7.1.6 PMIEF Board Standing Committees.

7.1.6.1 PMIEF Board Standing Committees. The PMIEF Board has established the following Board Standing Committees to assist the Board:

- a. PMIEF Governance and Audit Committee. The PMIEF Governance and Audit Committee is chaired by the PMIEF Board Chair and is comprised of the Committee Chair, the Secretary, the Treasurer, and the PMIEF COO or their designee. The PMIEF Governance and Audit Committee is responsible for planning and oversight of PMIEF finances, for continued PMIEF growth and financial stewardship, setting the agenda for Board meetings, and other activities as outline in the committee charter. The PMIEF Treasurer shall take the lead in finance related items.
- b. PMIEF Strategic Oversight Committee. The PMIEF Strategic Oversight Committee is chaired by a PMIEF Board Director and is comprised of the Committee Chair, at least two PMIEF Directors, and the PMIEF COO or their designee. The PMIEF Chair is an *ex-officio* member of the committee. The PMIEF Strategic Oversight Committee is responsible for oversight and planning of PMIEF's strategy efforts, as outlined in the committee charter. The Committee may approve grants in amounts specified in the PMIEF Strategic Oversight Committee charter, after consultation with the Governance and Audit Chair, and related policies.
- c. PMIEF Committee for the Selection of Elected Directors. The PMIEF Committee for the Selection of Elected Directors is chaired by a PMIEF Board Director and is comprised of the Committee Chair, at least two PMIEF Directors, and the PMIEF COO or their designee. The PMIEF Chair is an *ex-officio* member of the committee. The PMIEF Committee for the Selection of Elected Directors is responsible for identifying, evaluating, and proposing qualified candidates for election to the PMIEF Board. The Committee is also responsible for Board development activities as outline in the committee charter. No Director who is eligible for re-election or re-appointment may be a member of the PMIEF Committee for the Section of Elected Directors.

7.1.7 PMIEF Board Support Committees. The PMIEF Board may create Board Support Committees as needed to assist the PMIEF Board.

## **7.2 Board Standing Committee Appointments**

7.2.1 Timing of Appointment. Immediately following the Special Meeting to elect PMIEF Board Officers, the incoming PMIEF Chair will solicit interest from PMIEF Board Directors in serving on each PMIEF Board Standing Committees. The PMIEF Chair appoints the Board Standing Committee Chairs and members subject to the approval of the PMIEF Board.

7.2.2 Duration. Appointments to PMIEF Board Standing Committees are for one year.

7.2.3 Term Limits for Board Standing Committee Chairs. No PMIEF Board Standing Committee Chair shall serve more than two (2) consecutive one-year terms without at least a one-year hiatus as the Chair of that specific PMIEF Board Standing Committee.

7.2.4 Approval. At the first PMIEF Board meeting of the New Year, the PMIEF Secretary will prepare a motion to approve the appointments of the Board Standing Committee Chairs. The approval of appointments of the other members of each Board Standing Committee will occur when each committee charter is approved.

7.2.5 Membership. The Directors self-select the PMIEF Standing Committee or Committees they prefer to join with the expectation that each Director will be on at least one committee. The current PMIEF Chair will resolve any issues with membership on the Standing Committees.

7.2.6 Committee Chair. The Standing Committee members, except for the PMIEF Governance and Audit Committee that will be chaired by the PMIEF Chair, will elect the PMIEF Board Standing Committee Chairs. A Director can only be the Chair of one Committee during a given year.

7.2.7 Committee Member Term. The Committee term is from January 1 to December 31, and a Director can serve on a PMIEF Board Standing Committee for an unlimited number of consecutive years with the exception of service as the Chair, Rule 7.2.3.

7.2.8 Ex-officio Members. An ex-officio member can attend meetings of the Standing Committee, as a non-voting member of the committee, and is not counted for quorum purposes. If the PMIEF Chair is eligible for re-election or re-appointment, then the PMIEF Chair will review their Committee for the Selection of Elected Directors (CSED) meeting attendance with the PMIEF CSED Chair. Any other PMIEF Director may be an ex-officio member of any committee with the agreement of the Committee Chair.

### **7.3 Board Support Committee and Task Team Appointments**

7.3.1 Recruitment. Recruitment of volunteers for service on the PMIEF Board Support Committees and Task Teams will be managed by the PMIEF COO in conjunction with the processes and procedures used by PMI in the recruitment of volunteers.

7.3.2 Approval. Subject to PMIEF Board approval, the PMIEF Chair appoints chairs and members of Board Support Committees and Task Teams. Such approval of committee appointments will occur when committee charters are approved.

7.3.3 Duration. Appointments to PMIEF Board Support Committees and Task Teams are limited to one year unless stated otherwise in the committee charter approved by the PMIEF Board.

7.3.4 Compliance. All volunteers on PMIEF Board Support Committees and Task Teams must sign applicable compliance documents, including but not limited to, confidentiality, conflicts of interest, copyright assignment, and records retention.

7.4 Committee Dissolution. At any time, the PMIEF Board may dissolve a PMIEF committee or task team by revocation or non-renewal of its charter. Revocation or non-renewal of a charter will occur when the PMIEF Board determines that either the committee or task team has fulfilled its purpose or purposes, or such action is in the best interests of PMIEF.

## Chapter 9 – Governance and Government

### 9.1 Governance Style

9.1.1 Governance Limitations. PMIEF Board, Committee members, and other volunteers may not attempt to exercise individual authority over PMIEF, except as explicitly set forth in the Bylaws, Rules of the PMIEF Board, Policies, Committee Charters, or Volunteer Position Descriptions.

9.1.2 Parliamentary Procedure.

- a. Applicable Rules. Unless otherwise suspended by a two-thirds vote of the Voting Directors on the PMIEF Board, or contravened by the PMIEF Bylaws or the Rules of the PMIEF Board, the rules contained in Robert's Rules of Order, Newly Revised shall govern the procedures in meetings of the PMIEF Board.
- b. Superseding Robert's Rules. The PMIEF Board, by a vote of two-thirds of its full membership, may, from time to time, adopt or amend rules of procedure applicable to meetings of the PMIEF Board to reflect procedures at variance with those contained in Robert's Rules of Order, Newly Revised.

### 9.2 Governing Documents

9.2.1 Precedence, Life Cycle, and Amendments. The governing documents of PMIEF are as follows and are listed in the order of their precedence.

- a. Articles of Incorporation. The Articles of Incorporation hereinafter referred to as “the Articles”, constitute the chartering document of PMIEF. The laws of the District of Columbia, USA for nonprofit corporations, govern amendments to the Articles. The Articles document is a requirement of governing law and regulation and is perpetual, until the corporation is dissolved. Any amendment to this document requires an affirmative vote of at least two-thirds of all voting Directors on the PMIEF Board.
- b. Bylaws. The Bylaws of PMIEF are required by law. The interpretation and amendment of the Bylaws are governed by laws of the District of Columbia, USA and the specific provisions of the Bylaws dealing with those matters. This document is a requirement of governing law and regulation, and no specific PMIEF provisions for its life cycle are established. Any amendment to this document requires an affirmative vote of at least two-thirds of all voting Directors on the PMIEF Board.
- c. Rules of the PMIEF Board. Rules of the PMIEF Board are established by the PMIEF Board to supplement the Bylaws and to provide direction, guidance and limitations for the PMIEF Board in the execution of its duties, roles and responsibilities. The PMIEF Secretary has the responsibility to keep this document current. Any amendment to this document requires an affirmative vote of at least two-thirds of all voting Directors on the PMIEF Board.
- d. PMIEF Policies. PMIEF Policies are established to provide additional direction, guidance, and limitations for certain identified activities, which affect the PMIEF. The three levels of PMIEF Policies are:
  - Level 1. PMIEF Board authors, approves, and monitors
  - Level 2. PMIEF COO authors and approves; the PMIEF Board monitors

Level 3. PMIEF COO authors, approves, and monitors

PMIEF Policies are perpetual unless eliminated by the approving authority. Any amendment to a Level 1 Policy requires an affirmative vote of the majority of Directors present at the meeting at which the vote is taken.

- e. Motions and Resolutions. PMIEF Motions and Resolutions memorialize the decisions of the PMIEF Board. Motions and Resolutions, which result in a change to a governing document, are deemed perpetual, unless otherwise changed in a subsequent PMIEF Board-approved action. All other approved Motions or Resolutions are effective for 12 months from the date of approval, unless otherwise specified.

9.2.2 Directional Documents. Directional documents memorialize significant strategic direction, culture, or intentions approved by the PMIEF Board. Directional documents, unless otherwise specified, shall be approved by a majority of the PMIEF Board. These documents are perpetual documents. The PMIEF Board has the responsibility of keeping these documents current and relevant. An amendment to a directional document requires an affirmative vote of the majority of Directors present at the meeting at which the vote is taken.

- a. PMIEF Board Culture Statement. The PMIEF Board establishes a statement of the internal culture it wishes to exhibit and support. The PMIEF Secretary reviews the Culture Statement annually, and any proposed discussion about it is directed to the Board at a regularly scheduled meeting of the Board.
- b. PMIEF Board Director Expectations. Board Director Expectations augment the Rules of the Board and the Culture Statement and clarify the responsibilities of each director. The Committee for the Selection of Elected Directors has the responsibility to keep this document current.
- c. PMIEF Strategic Agenda. The PMIEF Strategic Agenda is developed and maintained by the PMIEF Board to document the strategic direction for the organization in achieving its mission.
- d. PMIEF Risk Appetite Statement. The PMIEF Risk Appetite Statement describes the level of risk the foundation is willing to assume.
- e. Risk Register. The PMIEF Risk Register contains the risk events that is being monitored by the PMIEF Board of Directors.

9.2.3 PMIEF Adoption of PMI Policies. For simplicity and consistency, PMIEF will adopt the following PMI policies:

- a. Policy and Procedure Development
- b. Volunteer Travel
- c. Whistleblower
- d. Conflict of Interest
- e. Records Management
- f. Volunteer Records Management
- g. Confidentiality
- h. Risk

The PMIEF Board will work through the PMIEF COO to keep policies updated and to monitor the performance of PMI adopted policies.

9.2.4 Interpretation of Governing Documents. The PMIEF Secretary is responsible for interpreting governing documents in consultation with the PMI VP and General Counsel. The PMIEF Secretary will provide a written response to each query.

9.2.5 Annual Review. The PMIEF Secretary, in collaboration with the PMIEF COO shall conduct an annual review of all PMIEF Governing Documents to ensure that they are current. Items requiring changes shall be brought to the PMIEF Board for deliberation and final disposition.

9.2.6 Editorial Changes to the Governing Documents. Without action from the PMIEF Board, the PMIEF Secretary may edit the Governing Documents for accuracy, clarity, rearranging, re-titling, or renumbering, including deletion of repetitive, inconsistent, or obsolete sections. In all cases, the PMI VP and General Counsel shall approve editing. Any proposed change to the governing documents, which is not purely editorial or clerical in nature, will be brought to the PMIEF Board for deliberation and final disposition.

### **9.3 Suspension of Rules of the PMIEF Board.**

Any of the Rules of the PMIEF Board may be suspended by an affirmative vote of at least three-fourths of all of the Voting Directors of the PMIEF Board, for a specific purpose, and for a specific and delineated time period.

### **9.4 Amendment Procedure for Governing Documents**

9.4.1 Prior Legal Review of all Proposed Changes to Governing Documents. The PMI VP and General Counsel shall review any proposed amendment to the Governing Documents, before it is submitted to the PMIEF Board for a vote. The PMI VP and General Counsel shall review the proposed amendment, as to its consistency with the other Governing Documents and applicable law and shall advise the PMIEF Board accordingly.

9.4.2 Effective Date of Amendments. PMIEF Bylaw Article XI Section B governs amendments to the PMIEF Bylaws. Unless otherwise defined in the motion or resolution, all amendments to other PMIEF Governing Documents will be effective on the date of approval of the meeting minutes.

9.4.3 Publication of Current Governing Documents. The PMIEF Secretary shall ensure that all current Bylaws, Rules of the Board, and Level I Policies are posted with an effective date on the PMIEF website.

### **9.5 Financial Operations**

9.5.1 Financial Management. The PMIEF Board delegates to the PMIEF COO or their designee the management of PMIEF operations in accordance with the current year of the PMIEF Integrated Plan.

9.5.2 Financial Budget. The PMIEF Board-Approved Integrated Plan includes a financial budget.

9.5.3 Budget Cycle. The PMIEF Board will approve the budget for the following year in accordance with a schedule that accommodates the annual request for funding from PMI.

9.5.4 Balanced Budget. The annual budget must limit expenses to be consistent with the total projection of available funding from net assets, earnings from investments, anticipated payment on current pledges, and new donations across the budgeting categories of unrestricted funds, temporarily restricted funds, and permanently restricted funds.

9.5.5 Budget Preparation. The PMIEF COO, in conjunction with necessary staff, will prepare the annual budget as part of the annual update of the PMIEF Integrated Plan.

## **9.6 Independent Audits**

9.6.1 Independent Auditor. Selection and termination of the external auditor shall be the sole responsibility of the PMIEF Board. Except for good cause, the PMIEF Board of Directors will have an annual independent financial audit conducted by the same auditors used by PMI for its own annual independent financial audit.

9.6.2 PMIEF Governance and Audit Committee. The PMIEF Governance and Audit Committee is accountable for proposing the PMIEF Integrated Plan to the PMIEF Board for approval, monitoring PMIEF's financial performance in relation to the Integrated Plan and ensuring the proper planning and conduct of the annual financial audit for PMIEF.

## **9.7 Indicators**

9.7.1 Indicators. The Board will use a dashboard consisting of key performance indicators to assist the Board in monitoring progress on the strategic plan and performing its fiduciary responsibilities. The Governance and Audit Committee will maintain a document describing the indicators used by the Board and the method of calculation. The Governance and Audit committee will report to the Board at least annually on the indicators and make recommendations to the Board for any changes to the indicators.



## **Chapter 10 – Financial Transactions**

### **10.1 Contracts**

10.1.1 Contract Authorization. The PMIEF Board delegates all contract signing authority, with the exception of endowment agreements, to the PMIEF COO.

10.1.2 Endowment Agreements. The PMIEF Chair and the PMIEF COO shall sign endowment Agreements.

### **10.2 Checks, Drafts, and Notes**

10.2.1 Signatory Authority. The PMIEF Board delegates to the PMIEF COO signing authority of checks, drafts, and notes.

### **10.3 Property**

10.3.1 Investments. The PMIEF COO shall manage PMIEF investments and other finances in accordance with the PMIEF Level 1 Investment Policy.

10.3.2 Endowments. The PMIEF COO shall manage endowments in accordance with the written agreements with donors and in accordance with the PMIEF Level I Endowment Policy and PMIEF Level 1 Investment Policy.

### **10.4 Gifts**

10.4.1 Management of Gifts. The PMIEF COO, or his or her designee, in accordance with all applicable PMIEF Policies, shall manage gifts to PMIEF. The PMIEF COO shall establish processes and procedures to ensure the proper use of each gift for the purpose given and shall also establish processes and procedures in accordance with generally accepted accounting principles for the management of gifts.