

# **Project Management Institute Coastal Bend Chapter, Inc.**

## **By-Laws**

**Revised September 15, 2006**

### **Article I – Name**

Section 1 The name of the organization shall be “Project Management Institute, Coastal Bend Chapter, Inc. or “PMI, Coastal Bend Chapter”, hereinafter referred to as {Chapter}. This organization is a CHAPTER chartered by the Project Management Institute, Incorporated (hereinafter “PMI®”) and separately incorporated as a non-profit, tax-exempt corporation organized under the laws of Texas.

Section 2 The principal office of the PMI Coastal Bend Chapter, Inc shall be located in Corpus Christi in the state of Texas

### **Article II – Authority**

Section 1 Authority and rules governing formation and operation of the Chapter are vested in the Bylaws of the PMI® as originally written or subsequently amended.

Section 2 The PMI® Bylaws shall take precedence over the Chapter Bylaws. 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.

Section 3 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 4 The Chapter shall meet all legal requirements in the jurisdiction(s) in which the Chapter conducts business or is incorporated/registered.

Section 5 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 the PMI® Board of Directors as well as with the Chapter’s Charter with PMI®.

### **Article III – Objectives**

Section 1 Advance the mission and objectives of the PMI® within the Texas Coastal Bend area.

Section 2 Promote professional Project Management principles and techniques with local community, businesses, schools, universities, and other professional associations.

- Section 3 Provide a unifying influence on the advancement of Project Management with emphasis on continuing education and all aspects of planning, scheduling and control of project-oriented objectives.
- Section 4 Support and enhance Project Management professionalism by developing and providing quality training, educational programs, and other activities that strengthens local Project Management professionals' skills and supports the Institute's Professional Certification Program.

#### **Article IV – Membership**

- Section 1 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, sex, marital status, national origin, religion, or physical or mental disability.
- Section 2 Any individual who is a member in good standing of the PMI® shall be eligible for membership in the Chapter. The Chapter shall not accept as members any individuals who have not been accepted as PMI® members, and shall not create its own membership categories.
- Section 3 Membership in the Chapter shall become effective upon payment of local dues. If a member resigns, PMI® or the Chapter shall not refund membership dues.
- Section 4 Students in local schools, colleges, and universities who are interested in the Project Management profession shall be encouraged to participate in Chapter activities.
- Section 5 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.
- Section 6 Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- Section 7 Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.
- Section 8 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.
- Section 9 Members who fail to pay the required dues for one (1) month shall be delinquent and their names removed from the official membership list of the Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Chapter to PMI.

## **Article V – Board of Directors**

- Section 1 The governing body of the Chapter shall be a Board of Directors {Board} consisting of the Officers elected by the membership and the immediate Past President.
- Section 2 The Board shall manage the affairs of the Chapter in accordance with the roles and responsibilities defined in the Bylaws and in accordance with common business practices.
- Section 3 The Board shall exercise all powers of the Chapter, except as specifically prohibited by these Bylaws, the PMI® Bylaws and policies, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these Bylaws and PMI® Bylaws and policies, and to exercise authority over all Chapter business and funds.

## **Article VI – Officers**

- Section 1 Officers  
Officers of the Chapter shall consist of President, First Vice-President, Past President, and Vice Presidents (VP) of Membership, Programs, Professional Development, Communications, and Financial Affairs. The same person shall not hold two or more officer positions.

The Board shall meet at the call of the President, or at the written request of three (3) members of the Board directed to the President. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

- Section 2 Requirements  
All Officers shall be Chapter members in good standing.

- Section 3 Election and Tenure  
Officers shall be elected by majority vote of Chapter Members. The President and First Vice-President will serve a one-year term from January 1 to December 31. The Vice- President Communications, Vice-President Professional Development, and the Vice-President Membership will serve two-year terms starting January 1 of even-numbered years. The Vice-President Programs and Vice-President Financial Affairs will serve two-year terms starting January 1 of odd-numbered years. The tenure of all Officers will end December 31 of the last year of their term. Officers shall be limited to two consecutive terms in the same position, unless approved by the general membership.

Section 4 Succession

The First Vice-President shall become President upon expiration of the term of the President or if the office becomes vacant. The VP Membership shall become First Vice-President if that office becomes vacant.

Section 5 Other Vacancies

The President shall fill other vacant officer positions by appointment with approval of the Board. Officers appointed by the President shall serve the remainder of the current term until the next scheduled elections for that position at which time they may stand for election by the membership for a full term.

**Article VII – Officer Responsibilities and Duties**

Responsibilities and basic duties of elected Chapter Officers shall be:

Section 1 **President**

The president shall be the principal executive officer of the organization and shall in general supervise and control all of the business and affairs of the organization. He shall preside at all meetings of the members and of the Board of Directors. He may sign together with other proper officer(s) of the organization authorized by the Board any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall appoint committees as required to conduct the business of the organization.

Section 2 **First Vice-President**

In the absence of the President or in the event of his inability, the First Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall perform such other duties as from time to time be assigned to him by the President or by the Board. The First Vice President shall succeed to the office of President should that office become vacant or upon expiration of the term of the incumbent President. The First Vice President shall chair the Long Range Planning Committee and the Nominating Committee if the position of Past President is vacant.

Section 3 **Past President – Advisor**

The Past President shall serve on the board for the year following his or her term as President and carry forward the traditions of the Chapter and provide continuity to the Office of President. The Past President shall chair the Nominating Committee.

Section 4 **Vice-President Membership**

The Vice-President Membership shall direct membership development, business and industry coordination, and public relations. He or she shall develop recruiting

materials that include information about Chapter and Institute goals and objectives, programs and activities. Maintain a current list of Institute members in the Texas Coastal Bend Area and solicit their affiliation with the Chapter. Maintain an up-to-date record of current Chapter members. Maintain a membership drive, process membership applications with the Institute, and establish a program to follow up with members who have failed to renew membership for the current year. Chair the Membership Committee and select its members. Report on membership status at Board meetings. Perform other duties as may from time to time be assigned by the President or Board.

**Section 5 Vice-President Programs**

Plan, schedule, arrange, send notices, and supervise performance of Chapter meetings and programs. Determine facility requirements and make necessary arrangements. Recommend annual calendar of events for Chapter meetings to the Board. Hosts program leaders and acquire and present appropriate gifts at the meeting. Prepare and submit reports related to program activities at times and occasions specified by the President or Board.

**Section 6 Vice-President Professional Development**

Carry out the Chapter's professional development programs, including Project Management Professional (PMP) certification. Chair the Professional Development Committee and select its members. Recommend calendar of Technical Meetings for Board approval. Plan, schedule, arrange, and implement each Technical Meeting program event. Select facilities and make arrangements. Establish liaison with local schools, colleges and universities regarding the establishment of Institute Student Chapters. Develop scholarship program. Keep Board informed of progress of the professional development program and prepare and submit reports as specified by the President or Board.

**Section 7 Vice-President Communications**

The Vice-President Communications shall give all notices, take and preserve the minutes of all meetings of the Chapter, preserve the records and submit any reports, all as required by law or the policies or procedures of the Chapter. Notify Chapter membership of Chapter meetings not less than 7 calendar days before each meeting. Publish and distribute the Chapter newsletter. Prepare Chapter Officer ballot in collaboration with the Nominating Committee. Receive and distribute Chapter mail. Establish and maintain liaison with other professional societies and organizations. Prepare and submit reports related to Communication activities as specified by the President or Board.

**Section 8 Vice-President Financial Affairs**

The Vice-President Financial Affairs shall have or provide for the custody of the funds or other property of the Chapter. He or she shall keep the bank account, shall collect and receive or provide for the collection and receipt of funds and shall deposit all funds in his custody in such banks or other places of deposit as the Board may from time to time designate. Sign financial documents, deposits and

withdrawals together with the President or other authorized officer/agent. Whenever so required by the Board and by law, render an account showing transactions and the financial condition of the Chapter. Prepare the annual budget with input from Chapter Officers and present the proposed budget for Board review not later than October of each year. Prepare financial status reports covering income and expenses as required by the President or Board or at least quarterly. Prepare an annual financial report on financial activities of the Chapter and forward to the Institute home office.

**Section 9 Recall**

A resolution for recall of a Board member for just cause in connection with the affairs of the organization must be approved by two-thirds of the total Board for presentation as a ballot to the total current Chapter membership. Ballots must be distributed to the Chapter membership no later than ten days after the resolution. Ballots must be received no later than thirty days after date of the resolution. The majority vote shall carry with a minimum membership response of 20 percent.

**Section 10 Vacancies**

The Board of Directors shall declare an officer or other board position to be vacant where an incumbent ceases to be a member in good standing of PMI® or of the Chapter by reason of non-payment of dues, or where the incumbent fails to attend two (2) consecutive Board meetings without sufficient excuse. An officer may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

**Article VIII – 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 Chapter 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 director, 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 IX – Limitations, Inurement, and Conflict of Interest:**

Section 1 No member of the Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the chapter.

Section 2 No officer, director, appointed committee member or authorized representative of the Chapter should 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, director, committee member or 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 or directors of the Board, appointed committee members or authorized representatives of the Chapter and any corporation, partnership, association or other organization in which one or more of the Chapter’s directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- 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;
- The Board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
- The contract or transaction is fair to the Chapter 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, directors, appointed committee members and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to the Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5 All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Chapter has entered, or may enter, into

contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Section 6 No director, officer, or member of the Chapter shall receive any pecuniary gain or profit, incidental or otherwise, from its activities, except that the Chapter shall be authorized to pay reasonable compensation for service rendered and make payments in furtherance of the purpose set forth in these Bylaws. The Chapter shall not carry on any activity not permitted by any federal, state, or local statute or ordinance.

#### **Article X – Financial**

Section 1 The fiscal year shall extend from January 1 through December 31.

Section 2 Annual membership dues shall be set by the Board and communicated to PMI® in accordance with policies and procedures established by the PMI® Board of Directors.

Section 3 The Board shall establish policies and procedures as necessary to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4 The board shall ratify the budget in January of each year.

#### **Article XI – Chapter Fees and Charges**

Section 1 The VP Financial Affairs will monitor dues payments and delinquencies.

##### Annual Dues:

Dues are to be paid directly to the Institute with the member's annual renewal of Institute membership. The Institute will return dues to the Chapter. The Board may adjust Chapter dues during the annual budget preparation process and so inform the Institute and members.

Section 2 Chapter Meetings:

The VP Programs shall develop and recommend to the Board a charge for Chapter meetings that will cover the cost of meals, facilities, equipment, speaker fees, gifts, administration, etc.

Section 3 Technical Programs:

The VP Professional Development shall develop and recommend to the Board a fee structure for Technical Programs and Project Management Professional Certification preparation that will cover the cost of materials, instructors, facilitators, facilities, meals, equipment, administration, etc.

Section 4 Special Activities/Scholarships:



The Board shall determine fees to cover cost of special activities and may authorize special fundraising activities to support worthy causes and scholarships.

## **Article XII – Standing Committees**

- Section 1 The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board.
- Section 2 The President with the approval of the Board shall appoint a chairperson for each committee.

## **Article XIII – Meetings**

- Section 1 Annual meeting of the membership shall be held at a date and location to be determined by the Board.
- Section 2 Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President and Vice President Communications.
- Section 3 Notice of all regular and special meetings shall be sent to all members at no less than seven or more than sixty days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting or added with the consent of a majority of members present at the meeting.
- Section 4 A quorum at all regular and special meetings of the Chapter shall be ten percent (10%) of the voting membership in good standing, present in person.
- Section 5 All meetings shall be conducted according to parliamentary procedures determined by the Board.

## **Article XIV – Elections**

All voting members in good standing of the Chapter shall have the right to vote in an election. Discrimination in election and nomination procedures on the basis of race, creed, color, age, sex, marital status, national origin, religion, physical or mental disability or unlawful purpose is prohibited.

- Section 1 The Nominating Committee shall be responsible for all functions relative to election of Chapter Officers. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

- Section 2 The Nominating Committee shall prepare a nominating questionnaire, with assistance from the VP Communications.
- Section 3 Distribute nominee questionnaire to current Chapter members no later than the first day of August for completion and return no later than the 15th of August.
- Section 4 Assemble a slate of eligible Officer candidates for presentation at the August Chapter meeting. Officers to be elected are:

<u>Board Position</u>	<u>Term Starts</u>
First Vice-President	January 1 each year
VP Membership	January 1 in Even-numbered years
VP Programs	January 1 in Odd-numbered years
VP Professional Development	January 1 in Even-numbered years
VP Communications	January 1 in Even-numbered years
VP Financial Affairs	January 1 in Odd-numbered years

- Section 5 Nominations from the floor will be accepted at the August Chapter Meeting after which nominations will be closed.
- Section 6 Names will not be placed on the ballot unless nominee has agreed to serve if elected.
- Section 7 Ballots will be distributed to all voting Chapter members no later than 10 days after the August Chapter Meeting.
- Section 8 Chapter Members will return completed ballots by the date specified on the ballot.
- Section 9 Results of the balloting will be announced at the September Chapter Meeting following voting. Ballots shall be counted by the nominating committee or by tellers designated by the board. Ties will be decided by a majority vote of the current board.
- Section 10 Newly elected Officers shall take office on January 1 of the following year. They may attend Board meetings and work with incumbents to provide for an orderly transition into their positions.

**Article XV – Amendments**

- Section 1 These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an 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 mail ballot return within forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot. Notice of

proposed changes shall be sent in writing to the membership at least forty-five (45) days before such meeting or vote.

Section 2 Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3 All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with the Chapter's Charter with PMI.

**Article XVI – Dissolution:**

Upon dissolution of the Chapter, assets of the Chapter remaining after the payment of any liabilities shall be distributed by the Board for one or more exempt purposes to one or more organizations that are exempt from Federal Income Tax under Section 501 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

These Revised Bylaws were adopted by the Board of the Project Management Institute, Coastal Bend Chapter, Inc., on the 15<sup>th</sup> day of September, 2006.

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President  
John Havice, PMP

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Vice President Communications  
Kelly Griffith, PMP