Making project management indispensable for business results ®

Project Management Institute
Mid-Missouri Chapter, Inc.
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Chapter Bylaws

Project Management Institute, Inc.

Mid-Missouri Chapter, Inc.

Revised September 2007

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Article I – Name, Principal Office; Other Offices.

Section 1. This organization shall be called the Project Management Institute, Mid-Missouri Chapter, Inc. (hereinafter "the 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 the State of Missouri.

Section 2. The Mid-Missouri Chapter shall meet all legal requirements in the jurisdiction in which the Mid-Missouri Chapter conducts business or is incorporated/registered.

Section 3. The principal office of the Chapter shall be located in Jefferson City, Missouri. The Chapter may have other offices such as Branch offices as designated by the Chapter Board of Directors.

Article II – Relationship to PMI.

Section 1. The Chapter is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

Section 2. The bylaws of the Chapter may not conflict with the current PMI®'s Bylaws and all policies, procedures, rules or directives established or authorized by the PMI® Board of Directors as well as with the Chapter's Charter with PMI®.

Section 3. The terms of the Charter executed between the Chapter and PMI®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the Mid-Missouri Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the Mid-Missouri Chapter.

Section 1. Purpose of the Mid-Missouri Chapter.

A. General Purpose. THE Mid-Missouri Chapter has been founded as non-profit, tax exempt corporation chartered by PMI®. The Chapter is registered in the State of Missouri as a 501(c)(6) corporation, 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 the Mid-Missouri Chapter and PMI and these Bylaws, the purposes of the Mid-Missouri Chapter shall include the following:
    a) Promote professionalism in Project Management.
    b) Provide a forum for the free exchange of Project Management knowledge, ideas, and experiences.
    c) Provide a unifying influence on the advancement of Project Management with emphasis on all aspects of planning, scheduling, and control of project-oriented tasks.
    d) Conduct meetings, seminars and other activities that support the above.

Section 2. Limitations of the Mid-Missouri Chapter.

A. General Limitations. The purposes and activities of the Mid-Missouri Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Mid-Missouri Chapter Articles of Incorporation.
B. The membership database and listings provided by PMI to the Mid-Missouri Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Mid-Missouri Chapter, consistent with PMI policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy

and use of personal information.

C. The officers and directors of the Mid-Missouri Chapter shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV – Mid-Missouri Chapter Membership.

Section 1. General Membership Provisions.

A. Membership in the Mid-Missouri Chapter requires membership in PMI®. The Mid-Missouri 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, sex, 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 Mid-Missouri 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 Mid-Missouri Chapter membership dues to PMI and in the event that a member resigns or their membership is revoked for just cause, membership dues shall not be refunded by PMI or the Mid-Missouri Chapter.

D. Membership in the Mid-Missouri Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.

E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the Mid-Missouri Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Mid-Missouri Chapter to PMI within such one month delinquent period.

F. Upon termination of membership in the Mid-Missouri Chapter, the member shall forfeit any and all rights and privileges of membership.

G. Chapter members in good standing with PMI® and the Chapter may vote in elections and may receive nomination to hold elected office in the Chapter.

Section 2. Classes and Categories of Members. The Mid-Missouri Chapter shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.

Article V – Mid-Missouri Chapter Board of Directors.

Section 1. The Mid-Missouri Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation.

Section 2. The Board shall consist of nine (9) officers of the Mid-Missouri Chapter elected by the membership and shall be members in good standing of PMI and of the Mid-Missouri Chapter. Terms of office for the Officers shall be two (2) years and limited to two (2) consecutive terms, staggered so that approximately half are elected each year. Qualifications for nomination to an office shall be determined by the Board of Directors to fill the current and prevailing needs of the Chapter.

Section 3. The President shall be the chief executive officer for the Mid-Missouri Chapter and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 4. The Vice President of Administration shall keep the records of all business meetings of the Mid-Missouri Chapter and meetings of the Board.

Section 5. The Vice President of Financial Affairs shall oversee the management of funds for duly authorized purposes of the Mid-Missouri Chapter.

Section 6. The First Vice President shall assist the President as required and prepare to preside in the absence of the President. Shall direct and coordinate public relations and marketing functions.

Section 7. **The Past President** shall act as an advisor and carry forward the traditions of the Chapter, and provide continuity for the office of President.

Section 8. The Vice President of Membership shall direct and coordinate membership.

Section 9. The Vice President of Professional Development shall implement the Chapter's professional development events and workshops, including Project Management Professional (PMP) certification, preparation and maintenance.

Section 10. The Vice President of Programs shall plan, arrange, and supervise the performance of Chapter Meeting programs.

Section 11. The Vice President of Communication shall direct and coordinate internal and external communication functions including publishing and distributing the chapter newsletter and maintaining the chapter website.

Section 12. The Board shall exercise all powers of the Mid-Missouri Chapter, except as specifically prohibited by these Bylaws, the PMI Bylaws and policies, its charter with PMI, and the laws of the jurisdiction in which the organization is incorporated. 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 Mid-Missouri Chapter business and funds.

Section 13. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. 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 email, teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 14. The Board of Directors shall declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the Mid-Missouri Chapter by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large 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.

Section 15. An officer or Director at Large may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 16. If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the First Vice President shall assume the duties and office of the presiding officer for the remainder of the term.

Article VI – Mid-Missouri Chapter Nominations and Elections.

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV and Article V. All voting members in good standing of the Mid-Missouri Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until

their successors have been qualified and elected or appointed.

Section 3. A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5. In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of candidates for PMI, Component or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

Article VII – Mid-Missouri Chapter 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. Committee members shall be appointed from the membership of the organization. The Mid-Missouri Chapter Officers and/or Directors can serve or be on the Mid-Missouri Chapter Committees, unless it specifically is restricted by the Bylaws.

Section 2. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board

Article VIII – Mid-Missouri Chapter Finance.

Section 1. The fiscal year of the Mid-Missouri Chapter shall be from 1 January to 31 December.

Section 2. Mid-Missouri Chapter annual membership dues shall be set by the Mid-Missouri Chapter's Board and communicated to PMI in accordance with policies and procedures established by PMI.

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

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI.

Article IX – Meetings of the Membership.

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board.

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.

Section 3. Notice of all annual meetings shall be sent by the Board to all members at least 45 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 4. Notice of all special meetings shall by sent by the Board in advance to those who will 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 5. Quorum at all annual and special meetings of the Mid-Missouri Chapter shall be ten percent (10%) of the voting membership in good standing, present and in person.

Section 6. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Article X - Inurement and Conflict of Interest.

Section 1. No member of the Mid-Missouri Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Mid-Missouri Chapter, except as otherwise provided in these Bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the Mid-Missouri Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Mid-Missouri 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 Mid-Missouri Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Mid-Missouri Chapter and any corporation, partnership, association or other organization in which one or more of Mid-Missouri 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:

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 directors who do not have an interest in the transaction or contract;
C. The contract or transaction is fair to Mid-Missouri Chapter and complies with the laws and regulations of the applicable jurisdiction in which Mid-Missouri 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 Mid-Missouri Chapter shall act in an independent manner consistent with their obligations to the Mid-Missouri 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 Mid-Missouri 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.

Article XI – Indemnification.

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the Mid-Missouri Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Mid-Missouri 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 Mid-Missouri 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 Mid-Missouri Chapter, or is or was serving at the request of the Mid-Missouri 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 XII- 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 Mid-Missouri Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by email or mail ballot returned within fifteen (15) 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 fifteen (15) 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 Mid-Missouri Chapter's Charter with PMI.

Article XIII – Dissolution.

Section 1. In the event that the Mid-Missouri Chapter or its governing officers failed to act according to this bylaws and Chapter's or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the Mid-Missouri Chapter.

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

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

Section 4. Should the Mid-Missouri 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.