



Northeast Ohio Chapter of PMI - Bylaws effective Jan 2017

**Article I – Name, Principal Office; Other Offices.**

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Northeast Ohio Chapter of Project Management Institute (hereinafter “the PMINEO”). This organization is a Chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI®”) and separately incorporated as a non-profit tax exempt corporation (or equivalent) organized under the laws of the State of Ohio. All Chapters formed within the United States are incorporated as 501(c) (6) organization.

Section 2. The PMINEO shall meet all legal requirements in jurisdictions in which the PMINEO conducts business or is incorporated/registered.

Section 3. Principal Office; other Offices.

The principal office of the PMINEO shall be located in the Cleveland/Akron/Canton/Youngstown metropolitan area in the State of Ohio of the United States of America.

**Article II – Relationship to PMI:**

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

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

**Article III – Purpose and Limitations of the PMINEO:**

Section 1. Purpose of the PMINEO.

- A. General Purpose. THE PMINEO has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMINEO and PMI and these Bylaws, the purposes of the PMINEO shall include the following:
  - i. Advance the mission and objectives of the PMI® within the Northeast Ohio area.

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- ii. Provide a unifying influence for the advancement of the field of project management.
- iii. Promote professional project management principles and techniques with local businesses, universities and professional associations.
- iv. Create and promote a professional development program to support and enhance project management professionalism through quality programs based on local project manager needs.
- v. Create and deliver an educational program that strengthens local project manager skills and supports the PMI® Certification program.
- vi. Develop a growing and committed membership of local project management professionals through recruiting and encouraging participation in different chapter events from corporations with higher concentration of Project/Program Management Professionals in the Northeast Ohio area.

Section 2. Limitations of the PMINEO.

- A. General Limitations. The purposes and activities of the PMINEO shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMINEO Articles of Incorporation.
- B. The membership database and listings provided by PMI to the PMINEO may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMINEO, 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 PMINEO shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapter's governing documents such as its Charter Agreement, policies, practices, procedures, PMI's Bylaws, rules, and applicable laws.

**Article IV – PMINEO Membership.**

Section 1. General Membership Provisions.

- A. Membership in the PMINEO requires membership in PMI®. The PMINEO shall not accept any individual as a member who had not been accepted as a PMI member.  
Membership in the 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 PMINEO and all policies, procedures, rules and directives lawfully made there under including but not limited to the PMI Code of Ethics and Professional Conduct.

- C. All members shall pay the required PMI and PMINEO 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 PMINEO.
- D. Membership in the PMINEO 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 shall be lapsed and their names removed from the official membership list of the PMINEO. A lapsed member may be reinstated by payment in full of all unpaid dues for PMI and the PMINEO to PMI as per PMI's membership requirement.
- F. Upon termination of membership in the PMINEO, the member shall forfeit any and all rights and privileges of membership.
- G. All PMINEO Chapter members in good standing can vote and hold office.

Section 2. Classes and Categories of Members: The PMINEO shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

#### **Article V – PMINEO Board of Directors:**

Section 1. The PMINEO shall be governed by a Board of Directors (hereinafter “the Board” that may also be called “Board of Governance” or “Governance Board”). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Board (consisting of five (5) members as listed below) shall consist of the officers of the PMINEO elected by the membership and shall be members in good standing of the PMI and of the PMINEO. Terms of office for the Office-holders shall be two (2) years and limited to no more than three (3) consecutive terms on the Board. These positions are staggered so that three (3) are elected during elections held in odd years and two (2) are elected during elections held in even years.

Section 3. The board will be elected as officers and on election the first responsibility of the official board members shall be to elect amongst themselves the three positions required by the State of Ohio; those positions are President, Secretary and Treasurer. In order to maintain continuity officers are not relieved of their responsibility until a replacement is elected to the role.

Section 4. The President shall be the chief executive officer for the PMINEO 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 an ex-officio member with the right to vote on all committees except the Nominating Committee.

Section 5. The Secretary shall keep the records of all business meetings of the PMINEO and meetings of the Board. Also, the Secretary shall focus on administrative and process/procedural functions of the PMINEO. In absence of the President and until the remaining Board members elect the replacement for President's position the Secretary shall assume all duties of the President.

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Section 6. The Treasurer shall oversee the management of funds for duly authorized purposes of the PMINEO.

Section 7. Director at Large #1 shall have specific duties as assigned by the President.

Section 8. Director at Large #2 shall have specific duties as assigned by the President.

Section 9. The immediate Past-President(s) who are not reelected to the board may serve as non-voting advisor to the board. The board may also appoint non-voting alternate board member(s).

Section 10. The Board shall exercise all powers of the PMINEO, 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 PMINEO business and funds.

Section 11. The Board shall meet at the call of the President, or at the written request of two (2) members of the Board directed to the President. A quorum shall consist of no less than one-half of the voting 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 (i.e. Roberts Rules of Order) determined by The Board.

Section 12. The Board of Directors may declare an officer or Director at Large position to be vacant where a board member ceases to be a member in good standing of PMI or of the PMINEO by reason of non-payment of dues, or where the board member fails to attend two (2) consecutive Board meetings. A Board member may resign by submitting written notice to the President or Secretary. 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 13. A Board member may be removed from the 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. (i.e. 67% vote of the members present and in person at an official meeting of the membership, or by 60% vote of the Board or 75% of the VPs.)

Section 14. If any Board member 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 remaining Board members will vote to fill the President's position from the other current Board members who shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant Director's position.

## **Article VI – PMINEO Nominations and Elections:**

Section 1. The nomination and election of Board members shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VII. All voting members in good standing of the PMINEO 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, sexual orientation 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 and until their successors have been elected.

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 (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) 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 Chapter may be used to support the election of any candidate or group of candidates for PMI, Chapter or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

## **Article VII – PMINEO 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 PMINEO officers and/or Directors can serve on the PMINEO Committees, unless it is specifically restricted by the Bylaws.

The PMINEO may have as many standing committees as it deems necessary to fulfill the objectives of the Chapter and the operations, projects and programs of the chapter.

Section 2. All committee members and a chairperson for each committee (titled Vice-President) shall be appointed by the President with the approval of the Board; all Vice-Presidents shall be members in good standing of PMI and PMINEO and will be appointed to a two-year term in office.

#### **Article VIII – PMINEO Finance:**

Section 1. The fiscal year of the PMINEO shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

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

Section 3. The PMINEO 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.

Section 5. All financial transactions shall be directed by the procedures and policies as directed by the PMINEO Board.

#### **Article IX – Meetings of the Membership:**

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board. Notice of all annual meetings shall be sent by the Board to all members at least 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 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 or the Secretary. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. 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. Quorum at all special meetings of the PMINEO shall be three percent (3%) of the voting membership in good standing, present and in person.

Section 3. Quorum at all annual meetings of the PMINEO shall be all attending members of the voting membership in good standing, present and in person.

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

#### **Article X – Conflict of Interest:**

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

Section 2. No Board member, Vice-President, appointed committee member or authorized representative of the PMINEO shall receive any compensation, or other tangible or financial benefit for service to the Chapter. However, the Board may authorize payment by the PMINEO of actual and reasonable expenses incurred by a Board member, operational officer, committee member or authorized representative for attendance at Board meetings and other approved activities.

Section 3. PMINEO may engage in contracts or transactions with members, elected officers or Directors of the Board, appointed committee members or authorized representatives of PMINEO and any corporation, partnership, association or other organization in which one or more of PMINEO'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 PMINEO and complies with the laws and regulations of the applicable jurisdiction in which PMINEO is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board of Directors.

Section 4. All Board members, operational officers, appointed committee members and authorized representatives of the PMINEO shall act in an independent manner consistent with their obligations to the PMINEO and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All Board members, Vice-Presidents, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMINEO 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 a Board member, operational officer, committee member, or authorized representative of the PMINEO, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI - Northeast Ohio 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 PMINEO may purchase and maintain liability insurance on behalf of any person who is or was a Board member, operational officer, employee, trustee, agent or authorized representative of the PMINEO, or is or was serving at the request of the PMINEO 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 two-thirds (2/3) i.e. 67% vote of the voting membership in good standing present at an annual meeting of the PMINEO duly called and regularly held or may be approved by a two-thirds (2/3) i.e. 67% vote of those that cast a mail/electronic ballot. Notice of proposed changes shall be sent in writing or electronically to the membership at least thirty (30) 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 PMINEO's Charter with PMI.

Section 4. The Bylaws may be amended during the annual voting cycle and amendments will be accepted or rejected based on the outcome of the polling described in section 1 above.



### **Article XIII – Dissolution:**

Section 1. In the event that the PMINEO Chapter or its governing officers failed to act according to these bylaws, its policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the PMINEO Chapter Charter and require the chapter to seek dissolution.

Section 2. In the event the PMINEO Chapter failed to deliver value to its members as outlined in PMINEO’S business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the PMINEO Chapter Charter and require the chapter to seek dissolution.

Section 3. In the event the PMINEO Chapter is considering dissolving, the PMINEO’s members of the Board of Director must notify PMI® in writing and follow the chapter dissolution procedure as defined in PMI’s policy.

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

Section 5. Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.