

## **2015 PMI Oklahoma City Chapter Bylaws**

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

#### Section 1. Name/Non-Profit Incorporation.

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

Section 2. PMI OKC shall meet all legal requirements in the jurisdiction(s) in which PMI OKC conducts business or is incorporated/registered.

#### Section 3. Principal Office; Other Offices.

The principal office of PMI OKC shall be located in Oklahoma City in the State of Oklahoma. PMI OKC may have other offices such as Branch offices as designated by PMI OKC Board of Directors.

### **Article II – Relationship to PMI.**

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

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

### **Article III – Purpose and Limitations of PMI OKC.**

#### Section 1. Purpose of PMI OKC.

- A. General Purpose. PMI OKC 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 PMI OKC and PMI and these Bylaws, the purposes of PMI OKC shall include the following:
  - a) To foster professionalism in the management of projects.
  - b) To contribute to the quality and scope of project management.
  - c) To stimulate appropriate global application of project management for the benefit of general public.
  - d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.
  - e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

#### Section 2. Limitations of PMI OKC.

- A. General Limitations. The purposes and activities of PMI OKC shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI OKC Articles of Incorporation.

- B. The membership database and listings provided by PMI to PMI OKC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMI OKC, 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 PMI OKC shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapter's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

#### **Article IV – PMI OKC Membership.**

##### Section 1. General Membership Provisions.

- A. Membership in PMI OKC requires membership in PMI®. PMI OKC 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 PMI OKC 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 PMI OKC 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 PMI OKC.
- D. Membership in PMI OKC 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 PMI OKC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and PMI OKC to PMI within such one month delinquent period.
- F. Upon termination of membership in PMI OKC, the member shall forfeit any and all rights and privileges of membership.
- G. Members of PMI and PMI OKC in good standing shall be allowed to vote and hold office on the Board of Directors.

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

#### **Article V – PMI OKC Board of Directors:**

Section 1. PMI OKC shall be governed by a Board of Directors (Board) consisting of the President, Past President Officer (PPO), and seven (7) Vice President (VP) officer positions. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Officers of PMI OKC are elected by the membership and shall be members in good standing of PMI and of PMI OKC.

Terms of office for the Officers shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than five (5) consecutive terms on the Board in general. However, if an Officer has reached their term limit and there is no qualified candidate willing or able to seek election for the position, the incumbent Officer may be re-elected for an additional term by majority vote of the membership during the normal election cycle.

Section 3. The voting members of the Board will include the following Officer positions:

- 3.1 President
- 3.2 Past President Officer (will serve as a tie-breaker vote only)
- 3.3 VP of Communications
- 3.4 VP of Finance
- 3.5 VP of Marketing
- 3.6 VP of Membership
- 3.7 VP of Professional Development
- 3.8 VP of Programs
- 3.9 VP of Volunteers

Section 4. The Officer terms are staggered so that approximately half of the Officers are elected each year and no two similar positions are elected within the same year.

Section 5. The President shall be the Chief Executive Officer for PMI OKC 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 participate and vote on all committees except the Nominating Committee. If the incumbent President does not seek re-election, s/he will automatically assume the role of Past President Officer until the succeeding President concludes his/her term.

Section 6. The Past President Officer (PPO) shall act as an advisor to all members of the Board and perform other duties as assigned while providing guidance and continuity on the Board. The PPO will also serve as the Chair of the Nominating Committee and the Past President Council (PPC).

Section 7. The VP of Communications shall keep the records of all business meetings of PMI OKC and meetings of the Board; oversee all communication efforts and initiatives to include email, social media, website content, and Chapter related announcements

Section 8. The VP of Finance shall oversee the management of funds for duly authorized purposes of PMI OKC, which includes accounts receivable, accounts payable, cash management, expense reimbursement, preparing financial statements, filing annual taxes, developing departmental budgets, and maintaining Chapter contracts.

Section 9. The VP of Marketing shall oversee and manage the alignment of PMI OKC branding with PMI standards, identification of marketing mediums, development of marketing materials, sponsor relationships, tradeshow, and advertising campaigns.

Section 10. The VP of Membership shall oversee general member management and is responsible for member retention, growth, and turnover as well as facilitating CCRS activity on behalf of the membership and analyzing member data on the PMI Chapter Reporting System.

Section 11. The VP of Professional Development shall oversee the Chapter training and education initiatives including the planning and management of Professional Development Days (PDDs) and certification preparation courses.

Section 12. The VP of Programs shall oversee the planning and delivery of monthly chapter meetings as well as speaker and venue database management.

Section 13. The VP of Volunteers shall oversee the planning of volunteers for Chapter needs, maintaining the Volunteer Management System (VMS), managing the Intern Program, and general volunteer management, which includes recruitment, coordination, tracking of volunteer hours.

Section 14. The Board shall exercise all powers of PMI OKC, 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/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 PMI OKC business and funds.

Section 15. 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 Officers at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person only. The PPO will serve as a tie-breaking vote only in the event there is not a majority vote. 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 16. The Board of Directors may declare an Officer position to be vacant where an Officer ceases to be a member in good standing of PMI or of PMI OKC by reason of non-payment of dues, where the Officer fails to attend two (2) consecutive Board meetings, or where the Officer fails to attend more than three (3) Board meetings in a calendar year. The Board can approve excessive Board meeting absences due to extenuating circumstances. 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. Options to remove or vacate Director level positions are described in the Board Standard Operating Procedure document.

Section 17. An Officer 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 18. If any Officer 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 PPO shall assume the duties of President and CEO of the Board for the remainder of the term at which point the PPO position will be filled by a prior PMI OKC President whom the Board appoints by majority vote. The Board may call for a special election by the Chapter's membership to fill any vacant position.

#### **Article VI – PMI OKC Nominations and Elections:**

Section 1. The nomination and election of Officers and Directors 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 VI. All voting members in good standing of PMI OKC 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.

Section 3. A Nominating Committee shall consist of the PPO who serves as Chair and two (2) Chapter volunteers. The 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, campaigning, 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. Candidates will sign an acknowledgement of this policy and any violation will disqualify the candidate from the election.

#### **Article VII – PMI OKC 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. PMI OKC Officers can serve on PMI OKC Committees, unless it specifically is restricted by the Bylaws.

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

#### **Article VIII - PMI OKC Finance:**

Section 1. The fiscal year of PMI OKC shall be from 1 January to 31 December.

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

Section 3. PMI OKC 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. Notice of all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 2. Special meetings of the membership may be called by the President; by a majority of the Board; or by petition of ten percent (10%) of the voting membership directed to the President. 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.

Section 3. Quorum at all annual and special meetings of PMI OKC shall be those members in good standing, present and in person or five percent (5%) 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 Board.

#### **Article X - Inurement and Conflict of Interest:**

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

Section 2. No Officer, Director, appointed committee member or authorized representative of PMI OKC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by PMI OKC 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. PMI OKC may engage in contracts or transactions with members, elected Officers or Directors of the Board, appointed committee members or authorized representatives of PMI OKC and any corporation, partnership, association or other organization in which one or more of PMI OKC'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 Officers who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to PMI OKC and complies with the laws and regulations of the applicable jurisdiction in which PMI OKC 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 PMI OKC shall act in an independent manner consistent with their obligations to PMI OKC 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 PMI OKC 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 PMI OKC, acting in good faith and in a manner reasonably believed to be in the best interests of PMI OKC, 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, PMI OKC 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 PMI OKC, or is or was serving at the request of PMI OKC 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 voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of PMI OKC duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within thirty (30) 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 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 PMI OKC's Charter with PMI.

#### **Article XIII – Dissolution:**

Section 1. In the event that PMI OKC 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 PMI OKC Charter and require the chapter to seek dissolution.

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

Section 3. In the event PMI OKC is considering dissolving, PMI OKC'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 PMI OKC dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

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