

## **PMI New York City Chapter Bylaws**

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

Section 1. This organization shall be called the Project Management Institute, New York City Chapter Inc., (hereinafter “PMI New York City Chapter”). This organization is a chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI®”) and separately incorporated as a nonprofit, tax exempt corporation (or equivalent) organized under the laws of New York. All Chapters formed within the United States must be incorporated as a 501(c) (6) organization.

Section 2. The PMI New York City Chapter shall meet all legal requirements in the jurisdiction(s) in which the PMI New York City Chapter conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices.

The principal office of PMI New York City Chapter shall be located in New York City in the New York State of the United States. The PMI New York City Chapter may have other offices such as Branch offices as designated by the PMI New York City Chapter’s Board of Directors.

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

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

Section 2. The Bylaws of the PMI New York City 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 PMI New York City Chapter’s Charter with PMI®.

Section 3. The terms of the Charter executed between the PMI New York City 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 PMI New York City Chapter shall be governed by and adhere to the terms of the Charter.

### **Article III – Purpose and Limitations of the PMI New York City Chapter:**

Section 1. Purpose of the PMI New York City Chapter:

A. General Purpose. The PMI NYC chapter 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 PMI New York City Chapter and PMI® and these Bylaws, the purposes of the PMI New York City Chapter 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 and members.
- d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others 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.
- f) Promote and develop educational opportunities for our membership.
- g) Promote PMI® Values to our membership.
- h) Promote the value of project management and professional project managers to the local business community,

## Section 2. Limitations of the PMI New York City Chapter.

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

B. The membership database and listings provided by PMI® to the PMI New York City Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI New York City 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 officer and directors of the PMI New York City Chapter 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 New York City Chapter Membership:**

#### Section 1. General Membership Provisions.

A. Membership in the PMI New York City Chapter requires membership in PMI®. The PMI New York City 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 PMI New York City 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 New York City 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 PMI New York City Chapter.

D. Membership in the PMI New York City 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 PMI New York City Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMI New York City Chapter to PMI® within such one month delinquent period.

F. Upon termination of membership in the PMI New York City Chapter, the member shall forfeit any and all rights and privileges of membership.

G. Any member of the PMI New York City Chapter in good standing may vote, hold office and be eligible to serve in any volunteer capacity.

Section 2. Classes and Categories of Membership. The PMI New York City Chapter shall not create its own membership categories. PMI Chapters' membership categories shall be consistent with PMI® membership categories.

### **Article V – PMI New York City Chapter Board of Directors:**

Section 1. The PMI New York City Chapter shall be governed by a Board ("Board"). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The PMI New York City Chapter shall have eleven (11) officers to serve in the following positions:

President  
President Elect  
Vice President (VP) Marketing  
Vice President (VP) Communication & Technology  
Vice President (VP) Education  
Vice President (VP) Finance  
Vice President (VP) Outreach  
Vice President (VP) Membership  
Vice President (VP) Operations  
Vice President (VP) Programs  
Immediate Past President

The Board shall consist of the officers of the PMI New York City Chapter elected by the membership and shall be members in good standing of PMI® and of the PMI New York City Chapter.

Term of office for all Vice President Board Members shall be 2 years per board role, limited to 2 consecutive terms in the same position, and no more than 8 consecutive years on the Board in general. The Vice President positions are staggered so that four (4) Vice Presidents are elected each year.

The term of office for the President shall be one (1) year as President Elect, two (2) years as President and one (1) year as immediate Past President. President Elect will be elected in the second year of the current President's two (2) year term and will serve in that role for one (1) year and then advancing to President. The immediate Past President will serve for one (1) year to coincide with the President's first year of the two (2) year term. The office of the President will abide by the same term limits as the Vice Presidents and will serve no more than eight (8) consecutive years on the board in general.

Section 3. The President shall be the Chief Executive Officer for the PMI New York City Chapter and the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board, and other functions as specified by the Board. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating and Elections Committee.

Section 4. The President Elect shall be responsible for projects and responsibilities determined by the President and other functions as specified by the Board.

Section 5. The Vice President Communications & Technology shall be responsible for Chapter communications and all technology required to support the Chapter and other functions as specified by the Board.

Section 6. The Vice President Marketing shall be responsible for developing Chapter marketing and sponsorship programs and other functions as specified by the Board.

Section 7. The Vice President Education shall be responsible for establishing the strategy and overseeing the creation and delivery of Chapter educational programs and other functions as specified by the Board.

Section 8. The Vice President Finance shall fulfill the role of Corporate Treasurer and perform such duties as are customary for corporate treasurers including the management of all funds for duly authorized purposes, ensuring corporate taxes are filed and paid as required, maintaining the annual budget and other functions as specified by the Board.

Section 9. The Vice President Outreach shall be responsible for establishing and maintaining the strategy for the creation and support of events with the larger community within which PMINYC functions and other functions as specified by the Board.

Section 10. The Vice President Membership shall be responsible for the wellbeing of the membership and volunteers, to help increase member and volunteer engagement and retention, and other functions as specified by the Board.

Section 11. The Vice President Operations shall be responsible for duties commonly performed by the Corporate Secretary, such as keeping the records of all business meetings of the PMI New York City Chapter and meetings of the Board, and overseeing Chapter Operations, including event management and other functions as specified by the Board.

Section 12. The Vice President Programs shall be responsible for establishing the strategy and overseeing the creation and delivery of Chapter programs (e.g. Chapter meetings, Career Development Network meetings, Networking events) and other functions as specified by the Board.

Section 13. The Immediate Past President is an honorary non-voting role and shall be responsible for providing guidance to the Chapter leadership. The immediate Past President shall serve as an advocate for the PMINYC Chapter to PMI®, other PMI® Chapters, and the PM Community. The Immediate Past President's responsibilities may include overseeing the chapter's annual nominations and elections via the Nominating Committee and other functions as specified by the Board.

Section 14. The Board shall exercise all powers of the PMI New York City 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/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 New York City Chapter 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 membership of the Board at any given time. Every Board Member shall be entitled to one (1) vote. At its discretion, the Board may conduct its business by teleconference, or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 16. The Board may 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 PMI New York City Chapter by reason of nonpayment of dues, or where the Board Member fails to attend two (2) consecutive Board meetings. An officer may resign by submitting written notice to the Board. 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 17. 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 18. If any officer position becomes vacant, the President, with Board approval, 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 President Elect shall assume the duties and office of the presiding officer for the remainder of the term of office. If there is not a President Elect active, the Board Members shall decide with a 2/3 vote to appoint one Board Member for the balance of the existing term, when the President Elect would become the active president.

## **Article VI – PMI New York City Chapter Nominations and Elections:**

Section 1. The nomination and election of officers 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 the PMI New York City 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 elected and qualified;

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 an 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 with a method or procedure deemed appropriate 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 – PMI New York City 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. The New York City Chapter officers and/or directors can serve on New York City 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 – PMI New York City Chapter Finance:**

Section 1. The fiscal year of the PMI New York City Chapter shall be from 1 January to 31 December.

Section 2. The PMI New York City Chapter annual membership dues shall be set by the PMI New York City Chapter Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3. The PMI New York City 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. 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 in 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 the PMI New York City Chapter shall be those members in good standing, present 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 the PMI New York City Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI New York City Chapter, except as otherwise provided in these Bylaws.

Section 2. No Board Member, Director, Program Manager, Program Team Member, appointed committee member, or authorized representative of the PMI New York City Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI New York City 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 PMI New York City Chapter may engage in contracts or transactions with members, or authorized representatives of the PMI New York City Chapter and any corporation, partnership, association or other organization in which one or more of PMI New York City Chapter's Board Members, Directors, Program Managers, appointed committee members or authorized representatives are: Board Members, Directors, or Program Managers 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 Members prior to commencement of any such contract or transaction;

B. The Board Members in good faith authorize the contract or transaction by a majority vote of the Board Members who do not have an interest in the transaction or contract;

C. The contract or transaction is fair to the PMI New York City Chapter and complies with the laws and regulations of the applicable jurisdiction in which the PMI New York City Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board Members.

Section 4. All officers, directors, appointed committee members and authorized representatives of the PMI New York City Chapter shall act in an independent manner consistent with their obligations to the PMI New York City Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All Board Members, Directors, Program Managers, Program Team Members, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMI New York City 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 a Board Member, Director, Program Manager, Program Team Members, committee member, or authorized representative of the PMI New York City Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI New York City 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 PMI New York City Chapter may purchase and maintain liability insurance on behalf of any person who is or was a Board Member, Director, Program Manager, Program Team Member, employee, trustee, agent or authorized representative of the PMI New York City Chapter, or is or was serving at the request of the PMI New York City Chapter as a Board Member, Director, Program Manager, employee, trustee, agent or representative of another corporation, domestic or foreign, nonprofit 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 *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 via email and 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 PMI New York City Chapter's Charter with PMI®.

#### **Article XIII – Dissolution:**

Section 1. In the event that the PMI New York City 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 PMI New York City Chapter Charter and require the chapter to seek dissolution.

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

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

Section 4. Should the PMI New York City Chapter dissolve for any reason, its assets shall be dispersed to a not for profit project management related 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.