

PMI Southwest Ohio Chapter Bylaws

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation. This organization shall be called the Project Management Institute, Southwest Ohio Chapter (hereinafter “the Southwest Ohio Chapter”). 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 Ohio. All Chapters formed within the United States must be incorporated as 501(c)(6) organization.

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

Section 3. Principal Office; Other Offices. The principal office of the Southwest Ohio Chapter shall be located in Cincinnati in the state of Ohio. The Southwest Ohio Chapter may have other offices such as Branch offices as designated by the Southwest Ohio Chapter Board of Directors.

Article II – Relationship to PMI.

Section 1. The Southwest Ohio 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 Southwest Ohio Chapter 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 the Southwest Ohio Chapter’s Charter with PMI.

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

Article III – Purpose and Limitations of the Southwest Ohio Chapter.

Section 1. Purpose of the Southwest Ohio Chapter.

- A. General Purpose. The Southwest Ohio 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 Southwest Ohio Chapter and PMI and these Bylaws, the purposes of the Southwest Ohio 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.

- 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.
- f) Champion Project Management (PM) excellence by working in the community to promote PM as a profession.
- g) Create PM practitioners and leaders who deliver organizational results.
- h) Build and capitalize on linkages that unify those impacted by PM.
- i) Provide a local forum for PM excellence.
- j) Advance PMI standards for our membership, profession and community.

Section 2. Limitations of the Southwest Ohio Chapter.

- A. General Limitations. The purposes and activities of the Southwest Ohio Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Southwest Ohio Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the Southwest Ohio Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Southwest Ohio 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 Southwest Ohio 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 – Southwest Ohio Chapter Membership.

Section 1. General Membership Provisions.

- A. Membership in the Southwest Ohio Chapter requires membership in PMI®. The Southwest Ohio 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 Southwest Ohio Chapter and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and Southwest Ohio 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 Southwest Ohio Chapter.
- D. Membership in the Southwest Ohio 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 Southwest Ohio Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Southwest Ohio Chapter to PMI within such one month delinquent period.
- F. Upon termination of membership in the Southwest Ohio Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. All members in good standing can vote and hold office in the Southwest Ohio Chapter.

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

Article V – Southwest Ohio Chapter Board of Directors:

Section 1. The Southwest Ohio 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 (or equivalent).

Section 2. The Board shall consist of the officers of the PMI Southwest Ohio Chapter elected by the membership and shall be members in good standing of PMI and of the PMI Southwest Ohio Chapter.

Terms of office of the President is a three (3) year commitment – first year as President Elect, accede to the position of President for the second year, and to Past President for the third year. No portion of that commitment may be repeated midterm by an incumbent. The President Elect will be elected every year. President Elect, President and Past President are subject to the same Term Limits as defined for the Board in General. Past President shall serve as a non-voting advisory member of the Board of Directors.

Terms of office for all Vice Presidents will be two (2) years, limited to two (2) consecutive terms in the same position and no more than eight (8) consecutive years of service on the Board in general. All VP positions are staggered so that half are elected each year.

Section 3. The President shall be the chief executive officer for the Southwest Ohio 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 participate and 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 Southwest Ohio Chapter and meetings of the Board.

Section 5. The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the Southwest Ohio Chapter.

Section 6. When in office, the President Elect assist the President with operations and planning

and represent the chapter in the absence of or at the request of the President.

Section 7. The Vice President of Membership shall oversee all activities related to member recruitment and retention.

Section 8. The Vice President of Training and Certification shall organize a minimum of one (1) certification program each year. He/she shall also have responsibility to oversee all activities related to Project Management Institute certification practice standards.

Section 9. The Vice President of Professional Development shall organize a minimum of two (2) educational sessions (e.g. workshop, seminar) each year. The general format shall be structured to provide participants an opportunity for advancing their skills in project management.

Section 10. The Vice President of Outreach shall coordinate Chapter activities related to Academia, Business and Community (e.g., school programs, community connections) to promote and provide project management support to scholastic, business and non-profit organizations.

Section 11. The Vice President of Marketing shall oversee the chapter marketing strategy planning and execution. VP of Marketing maintains corporate and individual membership relations with specific focus on brand, reputation, community outreach and sponsorship endeavors.

Section 12. The Board shall exercise all powers of the Southwest Ohio 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 Southwest Ohio 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. 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 14. The Board of Directors 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 Southwest Ohio 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 or Vice President of Administration. 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 President-Elect 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 position.

Article VI – Southwest Ohio Chapter Nominations and Elections:

Section 1. The nomination and election of Officers and the President-Elect 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 Southwest Ohio 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 September 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 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 – Southwest Ohio 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 Southwest Ohio Chapter officers and/or Directors can serve on the 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 any voting member of the Board of Directors. A chairperson for each committee shall be a voting member of the Board of Directors.

Article VIII - Southwest Ohio Chapter Finance:

Section 1. The fiscal year of the Southwest Ohio Chapter shall be from 1 January to 31 December.

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

Section 3. The Southwest Ohio 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 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 Southwest Ohio Chapter shall be those members in good standing, present and in person.

Section 4. All meetings shall be conducted according to parliamentary procedures determined by the Board (i.e., latest edition of "Robert's Rules of Order").

Article X- Inurement and Conflict of Interest:

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

Section 2. No officer, director, appointed committee member or authorized representative of the Southwest Ohio Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Southwest Ohio 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. Southwest Ohio Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Southwest Ohio Chapter and any corporation, partnership, association or other organization in which one or more of Southwest Ohio 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 Southwest Ohio Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Southwest Ohio 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 Southwest Ohio Chapter shall act in an independent manner consistent with their obligations to the Southwest Ohio 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 Southwest Ohio 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 Southwest Ohio Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Southwest 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 Southwest Ohio 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 Southwest Ohio Chapter, or is or was serving at the request of the Southwest Ohio 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 voting by electronic ballot, or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the Southwest Ohio Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot 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 the Southwest Ohio Chapter's Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the Southwest Ohio 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 Southwest Ohio Chapter's Charter and require the chapter to seek dissolution.

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

Section 3. In the event the Southwest Ohio Chapter is considering dissolving, the Southwest Ohio Chapter'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 Southwest Ohio 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.

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.