

Project Management Institute Hampton Roads Chapter Bylaws
Accepted December 2016

Article I – Name, Principal Office, Other Offices

Section 1: Name/Nonprofit Incorporation.

This organization shall be called the Project Management Institute, Hampton Roads Chapter (hereinafter “PMI-HR”). 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 Commonwealth of Virginia. All Chapters formed within the United States must be incorporated as 501(c) (6) organization.

Section 2: The Hampton Roads Chapter shall meet all legal requirements in the jurisdiction(s) in which the Hampton Roads Chapter conducts business or is incorporated.

Section 3: Principal Office; Other Offices:

The principal office of the Hampton Roads Chapter shall be located in a geographically defined area including the following cities; Chesapeake, Hampton, Newport News, Norfolk, Portsmouth, Smithfield, Suffolk, Yorktown, Williamsburg, and Virginia Beach located in the Commonwealth of Virginia. The Hampton Roads Chapter may have other offices such as Branch offices as designated by the Hampton Roads Chapter Board of Directors.

Article II – Relationship to PMI

Section 1: The Hampton Roads 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 Hampton Roads Chapter may not conflict with current PMI Bylaws and all policies, procedures, rules or directives established or authorized by PMI® as well as with the PMI-HR Charter with PMI.

Section 3: The terms of the Charter executed between the Hampton Roads 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 Hampton Roads Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the Hampton Roads Chapter

Section 1: Purpose of the Hampton Roads Chapter.

- A. General Purpose. The Chapter has been founded as a non-profit, tax-exempt corporation 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 Hampton Roads Chapter and PMI® and these Bylaws, the purposes of the Hampton Roads Chapter shall include the following:

- a) Advance the mission and objectives of the Project Management Institute within the Hampton Roads Chapter.
- b) To foster professionalism in the management of projects.
- c) To contribute to the quality and scope of project management.
- d) To stimulate appropriate global application of project management for the benefit of general public.
- e) 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.
- f) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- g) Develop a growing and committed membership of local Professional Project/Program Managers.
- h) Deliver an educational program that strengthens local Professional Project Managers' skills to support the Project Management Institute Professional Certification Program.
- i) Support and enhance Project Management Professionalism by developing and providing quality programs based on regional Project/Program Management needs.
- j) Promote Professional Project Management principles and techniques with local businesses, universities and professional associations.

Section 2: Limitations of the Hampton Roads Chapter.

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

Section 1: General Membership Provisions.

- A. Membership in the Hampton Roads Chapter requires membership in PMI®. The Hampton Roads Chapter shall not accept as members 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 Hampton Roads 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 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 Hampton Roads Chapter.
- D. Membership in the Hampton Roads Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause. If expelled from PMI®, the member is automatically expelled from the Hampton Roads Chapter. Expulsion at the Chapter level may occur only by majority vote of the Chapter Board, followed by written notification from the Vice President of Communications to the member.
- E. Members who fail to pay the required dues when due and remain delinquent for a period of one (1) month shall have their names removed from the official membership list of the Hampton Roads Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the Hampton Roads Chapter to PMI®.
- F. Upon termination of membership in the Hampton Roads Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. All chapter members in good standing are eligible to vote and hold office with the exception of student members.

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

Article V – Chapter Board of Directors

Section 1: The Hampton Roads Chapter shall be governed by a Board of Directors, hereafter referred to as the Board. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

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

Section 3. The President Elect, President, and Past President positions are transitional positions and an individual may only serve a 1-year term in each position. At the end of the President Elect's term he/she will automatically become the President. At the end of the President's term he/she will automatically become the Past President.

Section 4. Terms of office for all Directors shall be two (2) years, limited to two (2) consecutive terms in the same position and no more than three or four (3 – 4) consecutive terms on the Board in general.

Section 5. The President shall be the chief executive officer for the Hampton Roads Chapter and of the Board, and shall perform such duties as are customary for presiding officers. The president makes all required appointments with approval of the board, and serves as member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

Section 6: The Vice President of Communications shall keep the records of all business meetings of the Hampton Roads Chapter and meetings of the Board, and overall administration of Chapter documentation and records. This position will also be responsible for administration of the chapter website, and timely, consistent dissemination of information to Chapter membership.

Section 7: The Vice President of Treasury shall oversee the management of funds for duly authorized purposes of the Hampton Roads Chapter.

Section 8: The President Elect will work closely with the President in all matters of administration of the Chapter for the purpose of a clear transition of the Presidency.

Section 9: The Past President provides consultation to the President and other Officers, as well as chairing the Nominating Committee for the slate of Officers for the succeeding year.

Section 10: The Vice President of Operations will be responsible for the orchestration of all Chapter and Board events, ensuring that all operational needs are met.

Section 11: The Vice President of Membership will be responsible for the Chapter membership and retention plan, ensuring continued growth and viability.

Section 12: VP Company Coordinators – The Vice President of Company Coordinators will be responsible for promoting the PMI Hampton Roads Chapter within local organizations with the use of Registered Company Coordinators (RCCs). The Vice President of Company Coordinators will work directly with volunteers and organizational leaders to build professionalism in project management, training opportunities, communicate Chapter news and events, assist with Chapter sponsorship goals and to support the overall strategic goals of the Chapter.

Section 13: The Vice President of Local Communities will be responsible for promoting the PMI Hampton Roads Chapter within local communities within Hampton Roads. The Vice President of Local Communities will work with PMI Hampton Roads Chapter members to build local events, training opportunities and special projects to meet the needs of Chapter members in their corresponding areas. This position will work closely with the VP Marketing and Operations to ensure general marketing, advertising and message to members and local community organizations are consistent with the PMI Hampton Roads Chapter strategy and vision.

Section 14: The Vice President of Education will be responsible for promoting Project Management Professionalism through the development of educational seminars, classes, and workshops designed to help Project Managers achieve and maintain PMI certifications.

Section 15: The Vice President of Marketing will be responsible for raising awareness for upcoming events and benefits of membership targeting both Chapter members and the general public. Additional responsibilities include sponsorship, advertising, social media, general marketing, and shaping the messages communicated internally and externally to be consistent with a unified marketing vision.

Section 16: The Vice President of Programs will be responsible for the development and delivery of programs relating to project management for each scheduled Chapter meeting and on an ad hoc basis as requested by the Board.

Section 17: The Vice President of Special Projects will be responsible for short-term and long-term initiatives and projects as assigned by the President. In particular, this person will administer Chapter endowments and the annual Professional Development Conference (PDC).

Section 18: The Vice President of Volunteers is responsible for developing a pool of volunteers from the Chapter membership to fill committees to assist the board members in carrying out their responsibilities and meeting the strategic goals of the Chapter.

Section 19: The Board shall exercise all powers of the Hampton Roads 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 Hampton Roads Chapter business and funds.

Section 20: 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. If the Board has an odd number of members then a quorum is obtained by rounding down to the next whole number (ex: if the board has 11 members then a quorum is reached with 5 members).

Section 21: Each Board member shall be entitled to one (1) vote and may vote in person or in writing if submitted to the President. At its discretion, the Board may conduct its business by teleconference, email, or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 22: The Board may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI®, or of the Hampton Roads Chapter by reason of non-payment of dues, or where the Officer fails to attend and be excused by the President from two (2) consecutive Board meetings. An Officer may resign by submitting written notice to the President. The President may resign by submitting written notice to the Vice President of Communications. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt of the notice.

Section 23: Should the most recent former president be unable or unwilling to serve as Past President then the President may appoint any former president of the Chapter to serve as the Past President, with the approval of the Board. 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 Board.

Section 24: 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. The Board may call for a special election by the chapter's membership to fill the vacant position.

Section 25: 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.

Article VI – 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. All members in good standing of the Hampton Roads Chapter shall have the right to vote in the election. A member may run for only one Board position at a time. 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.

Section 3. A Nominating Committee shall prepare a slate containing nominees for all potential candidates and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for the Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted by electronic vote administered by PMI®. The candidate who receives a majority of votes cast for each office shall be elected.

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, fundraising or other organized activity on behalf of a candidate shall be permitted. The Chapter Nominating Committee will be the sole distributor(s) of all election materials for Chapter elected positions.

Article VII – 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 Hampton Roads Chapter officers can serve on the Hampton Roads Chapter committees, unless it specifically is restricted by the Bylaws.

Section 2. The President will appoint a chairperson from the Board to lead each committee. The chairperson will appoint the members of the committee without needing to seek approval from the Board. Committees are responsible to the chairperson.

Article VIII - Chapter Finance

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

Section 2. Hampton Roads 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 Hampton Roads Chapter Board shall establish policies and procedures to govern the management of its finances. The Vice President of Treasury 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. The Board will conduct an annual internal audit of Chapter finances. The President and Vice President of Treasury shall appoint at least two current Board members to review the processes, bank (and other) accounts, statements, and books. The President and Vice President of Treasury may participate in the audit, but at least one other auditor (who is a member of the board) will participate

in the audit. The Vice President of Treasury will assist and provide access to information as requested by the auditors.

The auditors will submit a written report of the financial health of the Chapter and its financial processes to the Vice President of Communications by no later than the end of the year. The Vice President of Communications will provide the report for review at the next scheduled Board meeting, and archive the report.

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. The President may call special meetings of the membership by a majority of the Board or by petition of ten percent (10%) of the voting membership. Petitions are to be delivered to the Vice President of Communications. Notice of all special meetings shall be sent by the Vice President of Communications to the membership at least 7 days 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 Hampton Roads 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.

Article X - Inurement and Conflict of Interest

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

Section 2. No officer, appointed committee member or authorized representative of the Hampton Roads Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Hampton Roads Chapter of actual and reasonable expenses incurred by an officer, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. Hampton Roads Chapter may engage in contracts or transactions with members, Board members, committee members. The Chapter may also engage in contracts or transactions with any corporation, partnership, association or other organization in which one or more of the Chapter's members, officers, or committee members 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 Hampton Roads Chapter Board (via written notification to the President and Vice President of Communications) prior to commencement of

- any such contract or transaction;
- B. The Hampton Roads Chapter Board in good faith authorizes the contract or transaction by a majority vote of officers who do not have an interest in the transaction or contract;
 - C. The contract or transaction is fair to the Hampton Roads Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Hampton Roads 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, appointed committee members and authorized representatives of the Hampton Roads Chapter shall act in an independent manner consistent with their obligations to the Hampton Roads Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Hampton Roads 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, committee member, or authorized representative of the Hampton Roads Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Hampton Roads 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 Hampton Roads 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 Hampton Roads Chapter, or is or was serving at the request of the Hampton Roads Chapter as a Board member, 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 membership voting by electronic ballot received within thirty (30) days of the ballot being provided to the membership. Notice of proposed changes shall be sent in writing to the membership at least fourteen (14) days before such vote.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the membership addressed to the Board. All such proposed amendments shall be presented by the membership 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 Hampton Roads Chapter's Charter with PMI.

Article XIII – Dissolution

Section 1. In the event that the Hampton Roads 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 Chapter Charter and require the chapter to seek dissolution.

Section 2. In the event the Hampton Roads Chapter failed to deliver value to its members as outlined in these Bylaws, and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the Chapter Charter and require the chapter to seek dissolution.

Section 3. In the event the Hampton Roads Chapter is considering dissolving, the Board must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy.

Section 4. Should the Hampton Roads Chapter 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.