



## **PMI Rochester Chapter Bylaws**

**Approved: 5/28/24**

### **Bylaws Change Log**

Removed all non-required VP position titles and substituted VP at Large positions to be determined by the board within the Chapter Manual.

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

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

This organization shall be called the Project Management Institute, Rochester, New York Chapter (Hereinafter “the PMI Rochester Chapter”). This organization is a PMI Rochester Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit corporation organized under the laws of New York State. All Chapters formed within the United States must be incorporated as a 501(c)(6) organization.

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

### **Section 3. Principal Office and Other Offices**

The Principal Office of the PMI Rochester Chapter shall be located in Rochester in the State of New York in the United States of America. The PMI Rochester Chapter may have other offices, such as the Ithaca Branch office and other Branch offices, as designated by the PMI Rochester Chapter Board (hereinafter “the Board”).

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

**Section 1.** The PMI Rochester Chapter is responsible to the duly elected PMI® Board of Directors members and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

**Section 2.** The bylaws of the PMI Rochester Chapter may not conflict with the current PMI® Bylaws® and all policies, procedures, rules or directives established or authorized by PMI as well as with the PMI Rochester Chapter’s Charter with PMI.

**Section 3.** The terms of the Charter executed between the PMI Rochester 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 Rochester Chapter shall be governed by and adhere to the terms of the Charter.

## **Article III – Purpose and Limitations of the PMI Rochester Chapter**

**Section 1. Purpose of the PMI Rochester Chapter.**

A. General Purpose: The PMI Rochester Chapter has been founded as non-profit 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 PMI Rochester Chapter and PMI® and these Bylaws, the purposes of the PMI Rochester 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 parties in project management.
- e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- f) To support the professional development of project management professionals to improve overall skill level and effectiveness.

**Section 2.** Limitations of the PMI Rochester Chapter.

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

B. The membership database and listings provided by PMI® to the PMI Rochester 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 Rochester 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 Board members of the PMI Rochester 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 Rochester Chapter Membership**

**Section 1.** General Membership Provisions.

A. Membership in the PMI Rochester Chapter requires membership in PMI®. The PMI Rochester 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 Rochester 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 the PMI Rochester 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 Rochester Chapter.

D. Membership in the PMI Rochester 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 Rochester

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

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

G. A member of the PMI Rochester Chapter are considered to be in “good standing” when abiding by the directives in Article IV, Sections 1B-1F.

H. Only the PMI Rochester Chapter members in good standing shall vote and shall hold office.

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

#### **Article V – PMI Rochester Chapter Board**

**Section 1.** The PMI Rochester Chapter shall be governed by a Board of Directors (hereinafter “the Board”). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

**Section 2.** The Board of Directors of the PMI Rochester Chapter, elected by the membership, shall be members in good standing of PMI and of the PMI Rochester Chapter. The Board must include the roles of President, VP of Governance, VP of Finance and two (2) additional VP roles, at a minimum, as defined in the Chapter’s Policy Manual.

Term of office of the President is a two-year term; however, the commitment is two and a half years serving 6 months as Past President after the President’s term ends. The Past President is a non-voting role and will not count against term limits.

Terms of office for Vice Presidents and Directors will be two (2) years. Each VP and Director may only be elected for a maximum of two (2) consecutive terms in the same role, limited to eight (8) consecutive years of service on the Board in general. The President is subject to the same board in general term limits. If there is no individual willing or able to fill an open position on the Board due to this limit, that expiring officer may be re-elected for an additional term by a majority vote of the PMI Rochester Chapter membership.

All VP positions are staggered so that half are elected each year.

**Section 3.** The President: The President shall be the chief executive officer for the PMI Rochester 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 Governance: The VP of Governance shall oversee, coordinate and provide current and long-range planning in areas concerning Bylaws, Chapter Policies and

Procedures and Elections. The VP of Governance shall be the Secretary and may delegate the role as needed for the Chapter.

**Section 5.** The Vice President of Finance: The VP of Finance shall oversee the management of Chapter Finances for duly authorized purposes of the PMI Rochester Chapter. The VP of Finance shall also contact a qualified individual with accounting and/or auditing experience, on an annual basis to review and report on the accounting processes of the Rochester Chapter and insure compliance with all appropriate regulatory laws.

**Section 6.** The Board shall exercise all powers of the PMI Rochester Chapter, except as specifically prohibited by these bylaws, the PMI® Bylaws and policies, its charter with PMI® and the laws of the jurisdiction (New York State) 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 the PMI Rochester Chapter business and funds.

**Section 7.** 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 of the Board shall be entitled to one (1) vote and may take part and vote in person, or by teleconference, facsimile, or other legally acceptable means. 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 8.** 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 the PMI Rochester Chapter by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings. 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.

**Section 9.** 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.

**Section 10.** An officer may be removed from office for just cause in connection with the affairs of the PMI Rochester Chapter 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 11.** 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 VP of Finance shall assume the duties and office of the presiding officer for the remainder of the term. If the VP of Finance cannot assume the duties another officer can be appointed by a majority vote of the board. The Board may call for a special election by the chapter's membership to fill the vacant position.

## **Article VI – PMI Rochester Chapter Nominations and Elections**

**Section 1.** The nomination and election of officers to the Board 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 Rochester 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.** The elected positions will be divided between even and odd years to mitigate the potential for the entire board to be up for election in a single year. The positions will be divided as follows:

Even years:

- President
- VP of Governance
- At Large Position #1

Odd years:

- VP of Finance
- At Large Position #2

**Section 3:** The VP at Large roles will be defined by the current board to address current objectives of the chapter. They will be categorized by the year of the election and follow the same 2-year election schedule. Refer to the Chapter’s Policy Manual for the current VP at Large Positions to be chosen from.

**Section 4.** 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 5.** A Nominating Committee, whose establishment is governed by Article VII, 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 (New York State). 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 6** No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

**Section 7.** In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or the PMI Rochester Chapter may be used to support the election of any candidate or group of candidates for PMI®, the PMI Rochester 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 PMI Rochester Chapter Nominating Committee, or

other applicable body designated by the PMI Rochester Chapter, will be the sole distributor(s) of all election materials for the PMI Rochester Chapter elected positions.

#### **Article VII – PMI Rochester 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 PMI Rochester Chapter board members and/or Directors can serve on the PMI Rochester 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 Rochester Chapter Finance**

**Section 1.** The fiscal year of the PMI Rochester Chapter shall be from 1 January to 31 December.

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

**Section 3.** The PMI Rochester 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 PMI Rochester Chapter 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 – Branches of the PMI Rochester Chapter**

### **Section 1. Establishing a Branch**

Upon written permission granted by PMI® via the charter agreement, the PMI Rochester Chapter shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter “Branches”) for the purpose of delivering its services locally. A Branch of the PMI Rochester Chapter shall be governed by these Bylaws and shall conduct its business in compliance with the PMI Rochester Chapter’s policies and procedures and its charter with PMI®.

**Section 2. Geographic Area -** Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined of the Chapter.

### **Section 3. Distribution of Dues**

All PMI Rochester Chapter’s dues & fees will be collected by PMI® on behalf of the PMI Rochester Chapter and will be forwarded to the PMI Rochester Chapter. The PMI Rochester Chapter will allocate funds to the Branch in accordance to the PMI Rochester Chapter’s policies & procedures. Branches shall not create its own membership or dues.

**Section 4.** The Branch Chair shall either be a member of the PMI Rochester Chapter’s Board, or be a Committee Chair and report into the PMI Rochester Chapter’s Board members who oversees the Chapter’s Branch(es).

**Section 5. Limitations:** Branches shall abide by the limitations consistent with the PMI Rochester Chapter’s Charter agreement with PMI®.

## **Article XI -Inurement and Conflict of Interest**

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

**Section 2.** No officer, director, appointed committee member or authorized representative of the PMI Rochester 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 Rochester Chapter of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings, and other approved PMI Rochester Chapter activities.

**Section 3.** PMI Rochester Chapter may engage in contracts or transactions with members, elected board members, appointed committee members or authorized representatives of the PMI Rochester Chapter and any corporation, partnership, association or other organization in which one or more of the PMI Rochester Chapter’s board members, appointed committee members or authorized representatives are: directors or board members, have a financial interest in or are employed by the other organization, provided the following conditions are met:

- A. Facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board prior to commencement of any such contract or transaction;
- B. Board in good faith authorizes the contract or transaction by a majority vote of the board members who do not have an interest in the transaction or contract;



- C. Contract or transaction is fair to the PMI Rochester Chapter and complies with the laws and regulations of the applicable jurisdiction (New York State) in which the PMI Rochester Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

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

**Section 5.** All board members, appointed committee members and authorized representatives of the PMI Rochester Chapter shall disclose in writing any interest or affiliation they may have with any entity or individual with which the PMI Rochester 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. Proper disclosure (e.g., signed Confidentiality Agreement and Conflict of Interest documents) shall be presented to the Board for formal review and discussion to ensure compliance was achieved with Article XI, Section 3 of these bylaws.

#### **Article XII -Indemnification**

**Section 1.** In the event that any person who is or was an officer, director, committee member or authorized representative of the PMI Rochester Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI Rochester 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 (New York State) 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 of the PMI Rochester Chapter 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 Rochester 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 PMI Rochester Chapter or is or was serving at the request of the PMI Rochester 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 XIII-Amendments**

**Section 1.** These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing either: (a) voting by electronic ballot; or (b) by vote of membership present and voting at an annual meeting of the PMI Rochester Chapter duly called and regularly held; or (c)

by 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 to these Bylaws shall be sent in writing to all members at least thirty (30) days before such meeting or vote.

**Section 2.** Amendments to these bylaws 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 members, as well as with the PMI Rochester Chapter's Charter with PMI®.

#### **Article XIV – Dissolution**

**Section 1.** In the event that the PMI Rochester Chapter or its governing board members 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 Rochester Chapter and require the Chapter to seek dissolution.

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

**Section 3.** In the event the PMI Rochester Chapter is considering dissolving, the PMI Rochester 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 PMI Rochester 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.