



Building professionalism in project management.™

Project Management Institute Quad City Area Chapter

B Y L A W S

Chartered October 23, 2001

PROJECT MANAGEMENT INSTITUTE
QUAD CITY AREA CHAPTER

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BYLAWS

Article I – Name, Principal Office and Relationship to PMI

Section 1. This organization shall be called the Project Management Institute Quad City Area Chapter (hereinafter "Chapter" or "the Chapter"). This organization is a Chapter chartered by the Project Management Institute, Incorporated (hereinafter "PMI" or "the PMI") and separately incorporated as a non-profit, tax exempt corporation organized under the laws of the State of Iowa.

Section 2. The principal office of the Chapter shall be located in the City of Davenport in the State of Iowa.

Section 3. The Chapter is responsible to the duly elected PMI Board of Directors and is subject to all PMI policies, procedures, rules and directives lawfully adapted.

Section 4. The Chapter shall meet all legal requirements in the jurisdiction(s) in which the Chapter conducts business or is incorporated.

Section 5. The Bylaws of the Chapter may not conflict with the PMI's current Bylaws, and all policies, procedures, rules or directives established or authorized by the PMI Board of Directors, as well as with the Chapter's Charter with PMI.

Section 6. The terms of the Charter executed between the Chapter and PMI, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

Article II – Purpose

Section 1. The objectives of the Chapter are to:

- A. Support the purposes of the PMI in advancing the state-of-the-art in effective and appropriate application of the practice and science of project management.
- B. Foster professionalism in the management of projects.
- C. Contribute to the quality and scope of project management.
- D. Stimulate appropriate global application of project management for the benefit of the general public.
- E. Provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among the Chapter and PMI members, and others interested and involved in project management.
- F. Identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- G. Collaborate with universities, other educational institutions, and corporate entities to encourage appropriate education and career development at all levels of project management activities.
- H. Provide a guiding influence in academic and industrial research in the field of project management.
- I. Seek and foster international cooperation and contacts with other organizations, both public and private, which relate to project management and to collaborate in matters of common interest and benefits.
- J. Identify, develop, foster, and maintain professional: practice, ethical, certification and accreditation standards and principles.

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Article III – Membership

Section 1. Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of this 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.

Section 2. Membership in the Chapter requires membership in PMI. The Chapter shall not accept as members any individuals who have not been accepted as PMI members, and shall not create its own membership categories.

Section 3. All Chapter members in good standing may vote and/or hold office. "*Members in Good Standing*" shall be defined as Chapter members who have paid both PMI and Chapter dues and appear on the PMI Chapter Member list. In the event dues have been paid but not posted, the member must provide written verification (e-mail acceptable) from the PMI that dues have been received in order to be considered a member in good standing.

Section 4. Members shall be governed by and abide by the PMI Bylaws and the Chapter Bylaws, and all policies, procedures, rules and directives lawfully made thereunder.

Section 5. Each member shall pay the required PMI and Component membership dues to PMI, and, in the event that a member resigns, membership dues shall not be refunded by PMI or the Chapter.

Section 6. Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.

Section 7. Members who fail to pay the required dues for one (1) month shall be delinquent and their names removed from the official membership list of the Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Chapter to PMI.

Section 8. Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.

Section 9. The membership database and listings provided by PMI to the Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Chapter, consistent with PMI policies.

Article IV – Officers

Section 1. The Chapter shall have nine (9) elected officers to serve in the following positions:

- A. President
- B. Vice President of Communications and Publicity
- C. Vice President of Treasury and Finance
- D. Vice President of Membership and Recruiting
- E. Vice President of Professional Development
- F. Vice President of Programs
- G. Vice President of Special Projects
- H. Director At Large (2)

All officers shall be members in good standing of PMI and of the Chapter. The officers will serve one (1) year terms of office.

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Section 2. The President shall be the chief executive officer for the 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 vote on all committees except the Nominating Committee.

Section 3. The Vice President of Communications and Publicity shall keep the records of all business meetings of the Chapter and meetings of the Board.

Section 4. The Vice President of Treasury and Finance shall oversee the management of funds for duly authorized purposes of the Chapter.

Section 5. The Vice President of Membership and Recruiting shall be responsible for the development and maintenance of a Chapter membership plan that assures continued growth, through aggressive recruiting and partnering with major Quad City Area employers, and implementation of a retention program.

Section 6. The Vice President of Professional Development shall be responsible for promoting project management professionalism through the development of educational publications, seminars, and workshops designed to expand the skills and knowledge of project managers.

Section 7. The Vice President of Programs shall be responsible for the development and delivery of programs relating to project management for each scheduled Chapter meeting. The content of these programs is to be consistent and in accordance with the objectives of the Chapter and with the approval of the Chapter Board of Directors.

Section 8. The Vice President of Special Projects shall be responsible for the coordination of special one-time efforts identified by the Chapter Board of Directors that cross functional areas of responsibility, and shall provide support to various members of the Chapter Board of Directors and to the Chapter as a whole.

Section 9. There shall be two (2) Directors At Large. Each Director At Large shall be responsible for carrying out the purposes and objectives of the non-profit corporation in accordance with Article V.

Article V - Board of Directors

Section 1. The 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.

Section 2. The Board shall consist of the officers of the Chapter as elected by the membership.

Section 3. The Board shall exercise all powers of the Chapter, except as specifically prohibited by these Bylaws, the PM I Bylaws and policies, and the laws of the jurisdiction in which the organization is incorporated. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these Bylaws and PM I Bylaws and policies, and to exercise authority over all Chapter business and funds.

Section 4. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board directed to the President. 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 only. 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.

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Section 5. The Board of Directors shall declare an office to be vacant when an officer ceases to be a member in good standing of PMI or of the Chapter by reason of non-payment of dues. In the event that an officer fails to attend four (4) consecutive Board meetings, the Board, at its discretion, may declare that office to be vacant. 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 6: An officer may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 7: If any office becomes vacant, the President, with the majority approval of 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 Vice President of Membership and Recruiting shall assume the duties and office of the presiding officer for the remainder of the term.

Article VI – Nominations and Elections

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members of the Chapter in good standing 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 during the annual meeting of the membership. Proxy voting during the annual meeting is specifically prohibited. 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.

Article VII – 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.

Section 2. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board. Committee members may be appointed from the membership of the organization.

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Article V III - Finance

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

Section 2. Annual membership dues shall be set by the Board and communicated to PMI in accordance with policies and procedures established by the PM I Board of Directors.

Section 3. The 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 PM I.

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.

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.

Section 3. Notice of all annual and special meetings shall be sent by the Board to all members at least 45 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 4. A quorum at all annual and special meetings of the Chapter shall be ten percent (10%) of the voting membership in good standing, present in person.

Section 5. 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 Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Chapter, except as otherwise provided in these Bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the 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 Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the Chapter and any corporation, partnership, association or other organization in which one or more of the 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:

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- 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 the Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Chapter is incorporated 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 Chapter shall act in an independent manner consistent with their obligations to the 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 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 Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the 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 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 Chapter, or is or was serving at the request of the 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 present at an annual meeting of the 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 forty-five (45) 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 forty-five (45) 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.

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Section 3. All amendments must be consistent with PM I's Bylaws and the policies, procedures, rules and directives established by the PM I Board of Directors, as well as with the Chapter's Charter with PM I.

Article X III - Dissolution

Section 1. Should the 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.