

The Project Management Institute, New York City, Inc.

Chapter Bylaws

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Article I – Name, Principal Office; Other Offices

Section 1.01 – Name/Non-Profit Incorporation

This organization shall be called The Project Management Institute, New York City Chapter, Inc. (hereinafter “the PMINYC 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 organized under the laws of NEW YORK STATE.

Section 1.02 – Governing Legal Requirements

The PMINYC CHAPTER shall meet all legal requirements in the jurisdiction(s) in which the PMINYC CHAPTER conducts business or is incorporated/registered.

Section 1.03 – Principal Office; Other Offices

The principal office of the PMINYC CHAPTER shall be located in the greater City of NEW YORK area in the state of NEW YORK of the UNITED STATES OF AMERICA.

Article II – Relationship to PMI®

Section 2.01 – Responsibility to PMI®

The PMINYC 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 2.02 – Consistency with PMI®

The Bylaws of the PMINYC 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 PMINYC CHAPTER'S Charter with PMI®.

Section 2.03 – Precedence of the Charter

The terms of the Charter executed between the PMINYC 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 PMINYC CHAPTER shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the PMINYC CHAPTER

Section 3.01 – Purpose of the PMINYC CHAPTER

A. General Purpose. The PMINYC 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 the Metropolitan New York area in a conscious and proactive manner.

- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMINYC CHAPTER and PMI® and these Bylaws, the purposes of the PMINYC CHAPTER shall include, but shall not be limited to, the following:
- i. Promote professional Project Management principles and techniques within local businesses, government, universities and other entities
 - ii. Partner with other professional organizations dedicated to the advancement of professional Project Management practices, objectives and ideals
 - iii. Develop a growing and committed membership of local Project Management professionals through effective communication, leadership, and recruitment plans
 - iv. Create and deliver an educational, learning, and development program that strengthens local project management skills
 - v. Create networking opportunities for Project Management practitioners

Section 3.02 – Limitations of the PMINYC CHAPTER

- A. General Limitations. The purposes and activities of the PMINYC CHAPTER shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMINYC CHAPTER Articles of Incorporation.
- B. The membership database and listings provided by PMI® to the PMINYC CHAPTER may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMINYC 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 PMINYC CHAPTER shall be solely accountable for the planning and operations of the PMINYC CHAPTER, and shall perform their duties in accordance with the PMINYC CHAPTER'S governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV – PMINYC CHAPTER Membership

Section 4.01 – General Membership Provisions

- A. Membership in the PMINYC CHAPTER requires membership in PMI®. The PMINYC 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, sexual orientation, marital status, national origin, religion, or disability.

- B. Members shall be governed by and abide by the PMI® Bylaws and by the Bylaws of the PMINYC 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 PMINYC 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 PMINYC CHAPTER.

- D. Membership in the PMINYC CHAPTER shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause 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 present at a Board meeting. Just cause includes, but is not limited to, a member, director or officer's:
- i. Continued willful neglect of his/her material duties or obligations defined herein, meaning the substantial and continued willful refusal of the member, director or officer to perform the duties required of him/her herein, evidencing bad faith toward the PMINYC CHAPTER, which neglect or refusal continues after ten (10) days written notice from the PMINYC CHAPTER;
 - ii. Theft or misappropriation of PMINYC CHAPTER'S assets;
 - iii. Conviction of a criminal act involving fraud, dishonesty or moral turpitude;
 - iv. Breach of any provision of these Bylaws or any subsequent amendment or promulgation of rules by the PMINYC CHAPTER'S Board of Directors;
 - v. Failure to fulfill the duties herein stated, causing injury to himself/herself, another or to PMINYC CHAPTER'S employees, agents, invitees or its customers;
 - vi. Making of any false, disparaging, fraudulent or malicious statements, whether publicly or privately, to any party;
 - vii. Falsifying any of PMINYC CHAPTER'S records or makes any willful omission of information requested on any of PMINYC CHAPTER'S documents;
 - viii. Acting without authorization, participates in the use of, removal of, theft of or intentional damage of another's property, the property of the PMINYC CHAPTER, another member, director or officer, any independent contractor, agent, invitee or customer of PMINYC CHAPTER; and/or
 - ix. Use or threatened use of physical violence, profane, abusive or language of a sexual nature during the execution of his/her membership or duties herein stated.
- E. Members who fail to pay the required dues when due and are delinquent for a period of one (1) month shall be removed from the official membership list of the PMINYC CHAPTER. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMINYC CHAPTER to PMI® within such one month delinquent period.
- F. Upon termination of membership in the PMINYC CHAPTER, the member shall forfeit any and all rights and privileges of PMINYC CHAPTER membership.
- G. Only members in good standing of PMI® and of the PMINYC CHAPTER shall a.) be eligible to vote, and b.) be eligible to hold office at the PMINYC CHAPTER, and c.) be eligible to serve in any volunteer capacity at the PMINYC CHAPTER. In order to qualify for election or appointment to an Officer or Board position the PMINYC CHAPTER member must additionally:
- i. Have served on a PMINYC CHAPTER Committee in the past two-years, and
 - ii. Have attended a minimum of three (3) of the twelve (12) most recent PMINYC CHAPTER meetings OR
 - iii. In lieu of i. and ii above, have any experience applicable to the position.

The Board reserves the right to grant exceptions to these requirements by a majority vote from the existing Board.

"Members in Good Standing" shall be defined as PMINYC CHAPTER Members who a.) have paid both PMI® and PMINYC CHAPTER dues, and b.) who do not have any ethics violations reported against them, investigated, proven and adjudicated within the past 6 years, and c.) who have not been removed, for cause, from their position while serving in any capacity with PMI® or the PMINYC CHAPTER within the past 6 years.

Section 4.02 – Classes and Categories of Members

The PMINYC CHAPTER shall not create its own membership categories. PMINYC CHAPTER'S membership categories shall be consistent with PMI® membership categories.

Article V – PMINYC CHAPTER Board of Directors

Section 5.01 – Overall Responsibilities

The PMINYC CHAPTER shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the PMINYC CHAPTER and PMI®.

Board responsibilities include, but are not limited to:

- A. Overseeing the strategic direction of the PMINYC CHAPTER
- B. Ensuring effective organizational planning
- C. Determining, monitoring, and strengthening the organization's programs and services
- D. Enhancing the organization's public standing

Section 5.02 – Composition

The Board shall consist of ten (10) Directors:

- A. Nine (9) elected Directors, elected by the PMINYC CHAPTER membership, who shall also serve as officers in the following positions: President, President Elect, Vice President (VP) of Professional Development, VP of Marketing and Communications, VP of Membership, VP of Finance, VP of Operations, VP of Symposia, and VP of Outreach. These are all voting positions on the Board.
- B. One (1) Honorary Director who is the immediate PMINYC CHAPTER Past President. This Honorary Director is an ex-officio non-voting member of the Board and is not accounted for in terms of quorum count and in matters requiring a vote at the Board level.

All PMINYC CHAPTER Directors shall report to the President.

Section 5.03 – Terms of Office and Tenure

Terms of office for all Directors, except President, President Elect, and Past President, will be two (2) years. Each Director may only be elected/appointed for a maximum of two (2) consecutive terms in the same role. As of January 1st, 2010, a non-retroactive term limit took effect, limiting individuals to eight (8) consecutive years of service on the Board in general. If there is no individual willing or able to fulfill 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 PMINYC CHAPTER membership.

The term 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 yearly. All VP positions will be staggered in the following two (2) groups such that approximately half of these positions are elected each year:

- A. VP of Membership, VP of Operations and VP of Symposia
- B. VP of Professional Development, VP of Marketing & Communications, VP of Finance and VP of Outreach

Section 5.04 – Roles and Responsibilities

The Board may modify the responsibilities from those specified below as necessary to manage the business of the PMINYC CHAPTER.

(a) President

The President shall be the chief executive officer for the PMINYC 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 where the President shall not be a member.

(b) President Elect

The President Elect will serve with the current President and has the responsibility and obligation to focus on strategic objectives, to learn the position and successfully transition into the Presidential role.

(c) Vice President of Professional Development

The VP of Professional Development shall be responsible for establishing the strategy for, setting the direction of, and overseeing, all of the program and educational activities of the PMINYC CHAPTER, such as monthly meetings, special events, professional training, elearning and self-directed learning opportunities. The content of these activities is to be consistent and in accordance with the objectives of the PMINYC CHAPTER.

(d) Vice President of Marketing and Communications

The VP of Marketing and Communications shall be responsible for establishing the strategy for, setting the direction of, and overseeing, all of the external marketing and communication activities of the PMINYC CHAPTER. This includes but is not limited to,

developing partnerships; sponsorships; and relationships with other chapters, local businesses, and educational institutions; developing the Chapter Communication Plan; ensuring that Chapter communications are established and executed as defined by the plan; facilitating the various types of communications initiated by the Chapter to targeted audiences, via various media (for example, email, web postings, US mailings, brochures, etc.); overseeing the development and maintenance of the Chapter website, and management of the meeting and event registration system (including financial fiduciary responsibility).

(e) Vice President of Membership

The VP of Membership shall be responsible for establishing the strategy for, setting the direction of, and overseeing, all of the membership development and volunteer participation. These duties include expansion and maintenance of chapter membership, recruitment and coordination of volunteers, administration of Quality Management and responding to inquiries from members regarding membership and activities of the chapter.

(f) Vice President of Finance

The VP of Finance shall be responsible for establishing the strategy for, setting the direction of, and overseeing, all of the management of funds for duly authorized purposes of the PMINYC CHAPTER and the fiscal, financial investment, and fundraising policies of the Chapter. These duties include, but are not limited to, developing Chapter financial goals and objectives, preparing the annual financial plan and annual reports, collecting, disbursing, and record-keeping of all applicable Chapter reports. The VP of Finance shall also act as Chair of ad hoc committees or task groups relating to Chapter financial investment and spending policies and practices.

(g) Vice President of Operations

The VP of Operations shall be responsible for establishing the strategy for, setting the direction of, and overseeing, all of the duties commonly performed by Corporate Secretaries and managing all Chapter Operations. Corporate Secretary duties and responsibilities include, but are not limited to, documenting, disseminating, and maintaining Board meetings' minutes, keeping the non-financial books, distributing information both to and from the PMINYC CHAPTER membership and to PMI® as required, keeping the records of all business meetings of the PMINYC CHAPTER and meetings of the Board, event logistics, instructing new Board Members, Program Managers and related volunteers about general Chapter operations, providing guidance and documentation for Chapter Operations, answering questions about Chapter Operations and being the central point of contact for advising to which committee is responsible for resolving an Operational issue.

(h) Vice President of Symposia

The Vice President of Symposia shall be responsible for establishing and maintaining the strategy and calendar for the creation and support of the annual symposia and seminars of the PMINYC CHAPTER. This includes establishing teams to deliver periodic seminars and at least one annual learning event of one or more days, which is the highlight of the event year for the chapter.

(i) Vice President of Outreach

The Vice President of Outreach shall be responsible for establishing and maintaining the strategy and calendar for the creation and support of individual programs and events with the larger community within which the PMINYC CHAPTER functions. Corporate Outreach works with the corporate community to establish and deliver programs for corporate involvement which may include

membership events, project management education, partnership events for the mutual benefit of the chapter and the corporate entity. Community Outreach works with the community at large to establish and deliver programs for community involvement which may include community support, fundraising, education and other partnership events for mutual benefit of the chapter and the community.

(j) Immediate Past President

The immediate Past President shall be responsible for providing guidance to the PMINYC CHAPTER leadership on governance and procedures. The immediate Past President shall serve as an advocate for the PMINYC CHAPTER to PMI®, other PMI® Chapters and in the PM Community. The immediate Past President's responsibilities shall include overseeing the CHAPTER'S annual nominations and elections via the Nominating Committee.

Section 5.05 – Powers

The Board shall exercise all powers of the PMINYC 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 PMINYC CHAPTER business and funds.

Each eligible Board member shall be entitled to one (1) vote and may take part and vote in person only. If the Board chooses to conduct its meetings via any of the methods specified in Section 5.06, then Board members may exercise their vote on all motions that come before the Board.

Section 5.06 – Meetings, Quorum, and Procedures

The Board shall meet at least quarterly. Additional meetings can be called by the President, or at the written request of three (3) members of the Board directed to the VP of Operations.

A quorum for all meetings of the Board shall consist of no less than a majority of the membership of the Board at any given time.

Each decision made by the Board shall take effect when voted upon by a majority of those present at the meeting unless a specific time is outlined in the decision. At its discretion, the Board may conduct its meetings or other business in person, by teleconference, facsimile, electronic mail or other legally acceptable means.

Meetings shall be conducted in accordance with parliamentary procedures consistent with Robert's Rules of Order or as specified by the Board's Rules of Engagement or in the PMINYC CHAPTER'S Operating Procedures and Guidelines.

Section 5.07 – Vacancies and Resignations

The Board of Directors may declare an officer or director position to be vacant where an officer or director ceases to be a member in good standing of PMI® or of the PMINYC CHAPTER by reason of non-payment of dues, or where the officer or director fails to attend three (3) consecutive regularly scheduled Board meetings, or due to removal of an officer or director per Section 5.08.

An officer or director may resign by submitting written notice to the President or VP of Operations. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt of the written notice by the President or VP of Operations.

Section 5.08 – Removal

An officer or director may be removed from office for just cause, as defined in Section 4.01D, 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 present at a Board meeting.

Section 5.09 – Succession

If any officer or director 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 and, then, complete his/her elected term of office as President. In this case, the position of President-Elect shall remain vacant until the next regular election. If in the preceding case the President Elect is unable or unwilling to complete the current term of the President, the VP of Professional Development shall assume the duties and office of the President for the remainder of the term and the Board shall appoint an Interim VP of Professional Development for the remainder of the term.

In the event the President is unable or unwilling to complete the current term of office, and both the President Elect and VP of Professional Development are unable or unwilling to assume the duties and office of the President for the remainder of the term, the Board shall assign an Interim President for the remainder of the term or until a special election is held under the direction of the Nominations and Elections Committee.

Section 5.10 – Transition

The transition will begin with the 2012 election cycle and be completed as of January 1, 2014.

A. As of January 1, 2013, the board will be composed of the following positions:

- President
- President-Elect *
- VP Finance
- VP Membership *
- VP Operations * (absorbs responsibilities of VP Administration and VP Event Logistics)
- VP Professional Development (renamed from VP Programs and absorbs responsibilities of VP of Learning and Development)
- VP Marketing and Communications (renamed from VP Marketing and absorbs responsibilities of VP of Communications)
- VP Symposia *
- VP Governance
- Past President (non-voting)

* Indicates a position that will be elected during the 2012 election cycle.

- B. As of January 1, 2013, the following board positions will cease to exist:
- VP Administration (absorbed by VP Operations)
 - VP Learning and Development (absorbed by VP Professional Development)
 - VP Event Logistics (absorbed by VP Operations)
 - VP Communications (absorbed by VP Marketing and Communications)
- C. As of January 1, 2014, the board will be composed of the following positions:
- President
 - President-Elect *
 - VP Finance *
 - VP Membership
 - VP Operations
 - VP Professional Development *
 - VP Marketing and Communications *
 - VP Symposia
 - VP Outreach *
 - Past President (non-voting)

* Indicates a position that will be elected during the 2013 election cycle.

- D. As of January 1, 2014, the following board position will cease to exist:
- VP Governance (responsibilities transferred to a non-voting position)

Article VI – Nominations and Elections

Section 6.01 – Nominations

The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article V, Section 5.03. All voting members in good standing of the PMINYC 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, sex, sexual orientation, marital status, national origin, religion, disability, or unlawful purpose is prohibited.

No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

The dates for nominations and election process milestones are documented in the PMINYC CHAPTER'S Operating Procedures and Guidelines.

Section 6.02 – Campaigning

In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or the PMINYC CHAPTER may be used to support the election of any candidate or group of candidates for PMI®, PMINYC 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 PMINYC CHAPTER Nominating Committee, or other applicable body designated by the PMINYC CHAPTER, will be the sole elicitor(s) and distributor(s) of all election materials for PMINYC CHAPTER elected positions.

In accordance with PMI® rules, if a PMINYC CHAPTER member individually approaches a candidate, then the candidate may engage in a one-on-one conversation with that member.

Section 6.03 – Election Process

A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during an annual or special 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 6.04 – Taking Office

Candidates who are elected shall take office on the first day of January following their election or on a date specified by the Board, and shall hold office for the duration of their terms or until their successors have been elected as per Article VI or appointed as per Article 5, Section 5.09, and qualified.

Article VII – Committees

Section 7.01 – Establishing Committees

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. Only PMINYC CHAPTER members in good standing shall be appointed into these positions. The PMINYC CHAPTER officers and/or Directors may serve on the PMINYC CHAPTER Committees, unless it specifically is restricted by the Bylaws.

Section 7.02 – Committee Members

The Chairperson for each committee shall be appointed by the Board Sponsor with the approval of the Board. This approval is evidenced in the Committee Charter or Board meeting minutes. Committees Chairpersons report to the Board Sponsor. Any Committee matters that are communicated should be channeled to the Committee Chair who reports this information to the Board.

Article VIII – Finance

Section 8.01 – Fiscal Year

The fiscal year of the PMINYC CHAPTER shall be from 1 January to 31 December.

Section 8.02 – Setting of Membership Dues

PMINYC CHAPTER annual membership dues shall be set by the PMINYC CHAPTER'S Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 8.03 – Policies and Procedures Governing Chapter Finances

The PMINYC CHAPTER Board shall establish policies and procedures consistent with PMI® to govern the management of its finances and shall submit required tax filings to appropriate government authorities not later than the required deadlines or extensions granted thereof.

Section 8.04 – Dues Collections

All dues of members, member billings, dues collections and dues disbursements shall be performed by PMI® and reported to the PMINYC CHAPTER.

Section 8.05 – Review of Annual Financial Report

A member in good standing, upon request, shall be provided a copy of the annual financial report and tax returns of the PMINYC CHAPTER within five (5) business days of the request.

Article IX – Meetings of the Membership

Section 9.01 – Annual Meetings and Notice of Annual Meetings

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 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 9.02 – Special Meetings and Notice of Special Meetings

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 all members at least 30 days in advance of the meeting. 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 9.03 – Meeting Quorums

Quorum at all annual and special meetings of the PMINYC CHAPTER shall be five percent (5%) of the voting membership in good standing, present and in person. Meeting agenda items may also be voted upon by the voting membership via electronic means provided these means are secure, auditable, and supported by a viable technology.

Section 9.04 – Meeting Procedures

All meetings shall be conducted according to parliamentary procedures consistent with Robert's Rules of Order or as determined by the Board.

Article X– Inurement and Conflict of Interest

Section 10.01 – No Profit from Activities

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

Section 10.02 – Compensation

No officer, director, appointed committee member or authorized representative of the PMINYC CHAPTER shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMINYC 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 10.03 – Conflict of Interest Due to Contractual Relationships

PMINYC CHAPTER may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMINYC CHAPTER and any corporation, partnership, association or other organization in which one or more of PMINYC 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 PMINYC CHAPTER and complies with the laws and regulations of the applicable jurisdiction in which the PMINYC CHAPTER is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 10.04 – Fiduciary Obligation

All officers, directors, appointed committee members and authorized representatives of the PMINYC CHAPTER shall act in an independent manner consistent with their obligations to the PMINYC CHAPTER and applicable law, regardless of any other affiliations, memberships, or positions.

Section 10.05 – Disclosure of Conflict of Interests

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 PMINYC 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 11.01 – Indemnification

In the event that any person who is or was an officer, director, committee member, or authorized representative of the PMINYC CHAPTER, acting in good faith and in a manner reasonably believed to be in the best interests of the PMINYC 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. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled.

Section 11.02 – Discretionary Indemnification

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 11.03 – Liability Insurance

To the extent permitted by applicable law, the PMINYC 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 PMINYC CHAPTER, or is or was serving at the request of the PMINYC 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 12.01 – Approval Procedures

These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot; or by a two-thirds (2/3) vote of the voting membership in good standing present at an annual or special meeting of the PMINYC 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 by mail or electronic means to the membership at least fifteen (15) days before such meeting or vote.

Section 12.02 – Proposing Amendments

Amendments may be proposed by the Board on its own initiative, or upon petition by five percent (5%) 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 12.03 – Consistency with PMI®

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 PMINYC CHAPTER's Charter with PMI®.

Article XIII – Dissolution

Section 13.01 – Due to Failure to Follow Governing Documents

In the event that the PMINYC 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 dissolve the PMINYC CHAPTER.

Section 13.02 – Due to Failure to Deliver Value

In the event the PMINYC CHAPTER failed to deliver value to its members as outlined in PMINYC CHAPTER'S business plan and without mitigated circumstance, the PMINYC CHAPTER acknowledges that PMI® has a right to dissolve the PMINYC CHAPTER, as per the terms of the Charter.

Section 13.03 – Notification to PMI®

In the event the PMINYC CHAPTER is considering dissolving, the PMINYC CHAPTER'S members of the Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 13.04 – Dispersal of Assets

Should the PMINYC 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.

Article XIV – Severability

If any provision of these Bylaws is declared invalid by any tribunal, then such provision shall be deemed automatically modified to conform to the requirements for validity as declared at such time, and as so modified, shall be deemed a provision of these Bylaws as though originally included herein. In the event that the provision invalidated is of such a nature that it cannot be so modified, the provision shall be deemed deleted from these Bylaws as though the provision had never been included herein. In either case, the remaining provisions of these Bylaws shall remain in effect.