

# PMI® New York City Chapter Bylaws

## Article I – Definitions

**Section 1.** As used throughout, and for purposes of, these by-laws, the following terms shall be defined, and intended to mean, as follows:

- A. Project Management Institute, New York City Chapter Inc., (hereinafter “PMINYC Chapter” or “PMINYC”). This organization is a chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI®”) and separately incorporated as a nonprofit, tax-exempt corporation (or equivalent) organized under the laws of New York. All Chapters formed within the United States must be incorporated as a 501(c) (6) organization.
- B. The Project Management Institute, Incorporated, (hereinafter referred to as “PMI®”) is the worldwide, non-profit, professional organization representing its members and, through them, the practice and the profession of project management.
- C. “Good Standing” – refers to members in good standing defined as PMINYC Chapter Members who:
  - a. Have paid both PMI® and PMINYC Chapter dues;
  - b. Do not have any ethics violations reported against them, investigated, proven and adjudicated within the past 6 years; and
  - c. Have not been removed for Just Cause from their position while serving in any capacity with PMI® or the PMINYC Chapter within the past 6 years.
- D. “Just Cause” includes, but is not limited to, a member’s, Director’s, or Officer’s:
  - a. 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;
  - b. Theft or misappropriation of PMINYC Chapter’s assets;
  - c. Conviction of a criminal act involving fraud or dishonesty;
  - d. Breach of any provision of the PMINYC Chapter’s Charter, these Bylaws or any subsequent amendment or promulgation of rules by the PMINYC Chapter’s Board of Directors;
  - e. Acting in violation of PMI® codes, policies and/or procedures;
  - f. Failure to fulfill the duties herein stated, causing injury to himself/herself, another or to PMINYC Chapter’s employees, independent contractors, agents, invitees or its customers, or to PMI®;
  - g. Failure as a Board member to discharge his/her fiduciary duties owed to their fellow PMINYC Board members, the PMINYC Board, PMINYC Chapter and PMI®;
  - h. Making of any false, disparaging, fraudulent or malicious statement, whether publicly or privately, to any party;
  - i. Falsifying any of PMINYC Chapter’s records or making any willful omission of information requested on any of PMINYC Chapter’s documents;
  - j. Acting without authorization, participating in the use of, removal of, theft of or intentional damage of another’s property, the property of the PMINYC Chapter, another

- member, director, Officer, any employee, independent contractor, agent, invitee or customer of PMINYC Chapter; and/or PMI®;
- k. Using or threatening the use of physical violence, profane, abusive or language of a sexual nature during the execution of his/her membership or duties herein stated.
- E. “Tellers” – refers to the PMI® Electronic Election Process for online voting.
- F. “Board of Directors or Board” refers to the voting members set out in these bylaws.
- G. “Officers” refers to the President, VP Finance and VP Administration & Operations/Secretary.

## Article II - Principal Office; Other Offices

**Section 1.** PMINYC Chapter shall meet all legal requirements in the jurisdiction(s) in which PMINYC Chapter conducts business or is incorporated/registered.

**Section 2.** The principal office of PMINYC Chapter shall be located in New York City in the New York State of the United States. PMINYC Chapter may have other offices such as Branch offices as designated by PMINYC’s Chapter’s Board.

## Article III – Relationship to PMI®

**Section 1.** 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.** The Bylaws of PMINYC Chapter may not conflict with the current PMI®’s Bylaws and all policies, procedures, rules, or directives established or authorized by the PMI® Board of Directors as well as with PMINYC Chapter’s Charter with PMI®.

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

## Article IV – Purpose and Limitations of PMINYC

### Section 1. Purpose of PMINYC Chapter:

- A. **General Purpose.** PMINYC Chapter has been founded as a non-profit, tax-exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.
- B. **Specific Purposes.** Consistent with the terms of the Charter executed between PMINYC Chapter and PMI® and these Bylaws, the purposes of PMINYC 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 the appropriate global application of project management for the benefit of the general public and members.

- d) 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.
- e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- f) To promote and develop educational opportunities for our membership.
- g) To promote PMI® Values to our membership.
- h) To promote the value of project management and professional project managers to the local community (business, academia, public sector, non-profits, etc.).
- i) To foster communication between the public and private sectors, including academia, regarding project management.

## **Section 2. Limitations of PMINYC Chapter:**

- A. **General Limitations.** The purposes and activities of PMINYC Chapter shall be subject to limitations outlined in the charter agreement and these Bylaws and shall be conducted consistently with the PMINYC Chapter's Articles of Incorporation.
- B. The membership database and listings provided by PMI® to PMINYC Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMINYC Chapter, consistent with PMI® policies and all applicable laws and regulations, including but not limited to those laws and regulations about privacy and use of personal information.
- C. The Board of PMINYC shall be solely accountable for the planning and operations of the Chapter and shall perform their duties per the Chapter's governing documents: its Charter Agreement, PMI®'s Bylaws, and the Chapter's Bylaws, policies, practices, procedures, and rules, and applicable law.

## **Article V – PMINYC Membership:**

### **Section 1. General Membership Provisions:**

- A. Membership in PMINYC requires membership in PMI®. PMINYC 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, color, age, gender, sexual orientation, military status, marital status, national origin, religion, physical or mental disability, or other unlawful purpose.

- B. Members shall be governed by and abide by the PMI® Bylaws and by the Bylaws of PMINYC and all policies, procedures, rules, and directives lawfully made thereunder including but not limited to the PMI® Code of Ethics and Professional Conduct.
- C. All members shall pay the required PMI® and PMINYC membership dues to PMI® and if a member resigns or their membership is revoked for Just Cause, membership dues shall not be refunded by PMI® or PMINYC.

- D. Membership in PMINYC 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 either the members present and in-person at an official meeting of the membership, or by a two-thirds (2/3) vote of a quorum of the Board present at a meeting.
- E. Members who fail to pay the required dues when due shall be delinquent for one (1) month and their names removed from the official membership list of PMINYC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and PMINYC to PMI® within such a one-month delinquent period.
- F. Upon termination of membership in PMINYC, the member shall forfeit all rights and privileges of membership.
- G. Only PMINYC Chapter members in Good Standing may vote and may be considered as a candidate for office.

## **Section 2. Classes and Categories of Membership:**

PMINYC shall not create its own membership categories. PMI® Chapters' membership categories shall be consistent with PMI® membership categories.

## **Article VI – PMINYC Board**

**Section 1.** PMINYC 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 of Directors of PMINYC shall consist of eleven board members, including three Officers of PMINYC (the President, Vice President Finance, and VP Administration and Operations/Secretary), and shall be members in Good Standing of both PMI® and of PMINYC.

Term of office for the President, Vice Presidents and VP Administration and Operations/Secretary shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than four (4) consecutive terms (eight (8) consecutive years) on the Board in general. The positions are staggered so half are elected each year.

**Section 3.** The President shall serve as the Chief Executive Officer for PMINYC and Chair of the Board. The President shall also serve as a member ex-officio with the right to participate in and vote on all committees except the Nominating and Elections committee.

**Section 4:** The Immediate Past President of PMINYC shall be responsible for providing guidance to the PMINYC Chapter leadership. The Past President is an Honorary Board member who 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.

**Section 5.** The Vice President of Technology shall serve to oversee technology for PMINYC.

**Section 6.** The Vice President of Marketing and Communications shall serve to oversee the management of communications and marketing for PMINYC.

**Section 7.** The Vice President of Professional Development shall serve to oversee the promotion and management of education, training, and professional development for PMINYC.

**Section 8.** The Vice President of Governance shall serve to oversee the maintenance of Chapter bylaws and policies as necessary and is the point of escalation for members to report possible infractions by members warranting the attention of the Board.

**Section 9.** The Vice President of Finance shall serve as the chief financial officer for PMINYC and shall oversee the management of funds for duly authorized purposes of the chapter.

**Section 10.** The Vice President of Outreach shall serve to oversee the management of outreach for PMINYC.

**Section 11.** The Vice President of Strategy and Internal Consulting shall support the Office of the President and the Board in annual strategic planning and shall oversee knowledge management, and internal consulting for PMINYC.

**Section 12.** The Vice President of Membership shall serve to oversee the management of membership and volunteer programs for PMINYC.

**Section 13.** The Vice President Administration and Operations/Secretary shall provide operations support, including but not limited to, the scheduling of meetings and the maintenance of the corporate books and records of PMINYC.

**Section 14.** The Vice President of Programs shall serve to oversee the management of scheduled and periodic events for the interests of the membership for PMINYC.

**Section 15.** The Board shall exercise all powers of PMINYC, 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 business and funds.

**Section 16.** 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. Every Board member shall be entitled to one (1) vote. At its discretion, the Board may conduct its business in person, by video conference, or by teleconference. Meetings shall be conducted following parliamentary procedures determined by the Board.

**Section 17.** The PMINYC Board may declare a Board member position to be vacant where a Board member ceases to be a member in Good Standing of PMI® or of PMINYC, or where the Board member fails to attend two (2) consecutive Board meetings. A Board member may resign by submitting written notice to the President and/or Vice President Administration and Operations. 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 18.** A Board member may be removed from office for Just Cause in connection with the affairs of the organization, either 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 a quorum of the Board present at a meeting.

**Section 19.** If the position of President or of any Vice President becomes vacant, the Board may appoint an interim or permanent successor to fill the office for part or all of the unexpired portion of the term for the vacant position, by a two-thirds (2/3) vote of a quorum of the Board present at the meeting. Alternatively, the Board may call for a special election by the PMINYC Chapter's membership to fill the vacant position. Determination whether to make appointments or call for a special election will be recommended to the Board by the President and will be decided by a two-thirds (2/3) vote of a quorum of the Board present at a meeting.

## **Article VII – PMINYC Nominations and Elections:**

**Section 1.** The nomination and election of the Board shall be conducted annually in accordance with the requirements contained in these bylaws, including Article V, Section 1 and Article VI, Section 2, and this Article VII. All voting members in Good Standing of PMINYC shall have the right to vote in the election. Discrimination in election and nomination procedures based on race, color, gender, sexual orientation, military status, age, marital status, national origin, religion, physical or mental disability, or other 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 a petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during an annual meeting of the membership, or (b) by mail ballot to all voting members in Good Standing, or (c) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by Tellers designated by the Board.

**Section 4.** No person who was a member of the Nominations and Elections Committee at any time during the current election cycle is eligible to become a candidate in the same election cycle.

**Section 5.** In accordance with PMI® policies, practices, procedures, rules, and directives, no funds or resources of PMI® or the Chapter may be used to support the election of any candidate or group of candidates for PMI®, Chapter or public office. No other type of organized electioneering, communications, fund-raising, or other organized activity on behalf of a candidate shall be permitted. Chapter Nominating Committee or other applicable body designated by the Chapter will be the sole distributor(s) of all election materials for Chapter elected positions.

## **Article VIII – PMINYC 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. The PMINYC Board Directors can serve on PMINYC 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 by a two-thirds (2/3) vote of a quorum of the Board present at a meeting.

## **Article IX – PMINYC Finance:**

**Section 1.** The fiscal year of PMINYC shall be from 1 January to 31 December.

**Section 2.** PMINYC annual membership dues shall be set by PMINYC Board and communicated to PMI® per policies and procedures established by PMI®.

**Section 3.** The PMINYC 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 X – 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 in a reasonable amount of time in advance of the meeting 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.** A quorum at all annual and special meetings of PMINYC shall be those members in Good Standing, present in person.

**Section 4.** All meetings shall be conducted according to parliamentary procedures determined by the Board.

## **Article XI – Inurement and Conflict of Interest:**

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

**Section 2.** No Board member, Officer or appointed committee member, or authorized representative of PMINYC, shall receive any compensation or other tangible or financial benefits for service on the Board. However, the Board may authorize payment by PMINYC of actual and reasonable expenses incurred by a Board member, committee member, or authorized representative regarding attendance at Board meetings and other approved activities.

**Section 3.** PMINYC may engage in contracts or transactions with members, Board members, appointed committee members or authorized representatives of PMINYC and any corporation, partnership, association, or other organization in which one or more of PMINYC's Board Directors,

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 Directors before the 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 and complies with the laws and regulations of the applicable jurisdiction in which PMINYC 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 PMINYC shall act in an independent manner consistent with their obligations to PMINYC and applicable law, regardless of any other affiliations, memberships, or positions.

**Section 5.** All Board members, appointed committee members, and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which PMINYC 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 XII - Indemnification:**

**Section 1.** In the event that any person who is or was a Board member, committee member, or authorized representative of PMINYC, acting in good faith and in a manner reasonably believed to be in the best interests of PMINYC, 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, PMINYC may purchase and maintain liability insurance on behalf of any person who is or was an Board member, employee, agent or authorized representative of PMINYC, or is or was serving at the request of PMINYC as a director, Board member, employee, agent or representative of another corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust or other enterprises.

## **Article XIII- Amendments:**

**Section 1.** These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in Good Standing voting by electronic ballot; or by two-thirds (2/3) vote of membership present and



voting at an annual meeting of PMINYC duly called and regularly held; or by a two thirds (2/3) vote of the voting membership in Good Standing voting by mail ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

**Section 2.** Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in Good Standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

**Section 3.** All amendments must be consistent with PMI®'s Bylaws and the policies, procedures, rules and directives established by the PMI® Board of Directors, as well as with the PMINYC's Charter with PMI®.

## **Article XIV – Dissolution:**

**Section 1.** In the event that PMINYC or its governing Board Directors 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 PMINYC Charter and require the chapter to seek dissolution.

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

**Section 3.** In the event PMINYC is considering dissolving, PMINYC's members of the Board must notify PMI® in writing and follow the chapter dissolution procedure as defined in PMI®'s policy.

**Section 4.** Should PMINYC dissolve for any reason, its assets shall be dispersed to a not-for-profit project management related 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, the dissolution of PMINYC must be approved by a majority of the members voting on the motion to dissolve.