

**BYLAWS OF THE
FORT WORTH CHAPTER
OF THE
PROJECT MANAGEMENT INSTITUTE**

September 27, 1999

Revised June 2003

Revised September 2003

Revised August 24, 2007

**BYLAWS
PROJECT MANAGEMENT INSTITUTE
- FORT WORTH CHAPTER -**

ARTICLE I – Name, Principal Office and Relationship to PMI

Section 1. This organization shall be called the 'Fort Worth Chapter of the Project Management Institute' and its abbreviated title is "FWPMI" Hereafter referred to as the "chapter". This organization is a chartered chapter of the Project Management Institute, Incorporated (PMI®) hereafter referred to as "PMI®" and is separately incorporated as a non-profit, tax-exempt corporation organized under the laws of Texas.

Section 2. The principal office of the Chapter shall be located in Tarrant County, in the state of Texas.

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 adopted.

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

Section 5. The bylaws of the 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 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

The Chapter is a non-profit professional organization. The purpose of the chapter is:

- to promote the practice and profession of project management to our membership as well as to the employers such as corporations, government, etc.
- support the training and professional development of project management professionals who live and work in the Tarrant County area
- create networking opportunities for project management practitioners within our geographical area

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 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.

Section 2. Membership in the FWPMI 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 members who are in good standing may vote in the election of the chapter officers. Only members in good standing are eligible for positions of officers. A member in good standing is defined as those members who belong to PMI as well as the chapter and whose dues are current. The member must reside and/or in the geographical area represented by the chapter. There can be no ethical misconduct currently existing. Past occurrences shall be disclosed and evaluated on a case-by-case basis. Members who wish to seek a position as a chapter officer must be actively involved and attend regularly. Those members who have not attended at least three (3) meetings in the most recent twelve (12) months will not be eligible.

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

Section 5. All members 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 / BOARD OF DIRECTORS

Section 1. Board Of Directors

The Chapter shall be governed by a Board of Directors (referred to as "Board"). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent). The Board shall exercise all powers of the chapter, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, and the laws of the jurisdiction in which the chapter 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 Chapter business and funds.

The Chapter shall have seven elected Board officers to serve in the following positions: President, Vice President – Marketing & Public Relations, Vice President - Finance, Vice President - Education, Vice President - Communications, Vice President - Membership, Vice President – Programs. All officers shall be members in good standing of PMI and of the chapter.

Section 2. President

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. The office of President is open only to a chapter member in good standing, who has previously served as any PMI chapter officer, SIG officer, PMI College officer, or PMI International Board of Directors officer, unless all previous officers are unavailable. Special duties include:

Appointments: Appoint members to the nominating committee by February 1 of each year; To appoint vacant Board member's positions, subject to the Chapter Board of Director's approval.

The President's length of term for office is 2 years. The President may serve the office for no more than 2 consecutive terms.

Section 3. Vice President - Membership

The Vice President Membership shall keep the records of all business meetings of the chapter and meetings of the Board. The VP - Membership shall have direct responsibility for general membership issues including reporting, maintaining / increasing membership and interest in the chapter, establishing policies for membership rights and privileges and ways to reduce membership attrition. He/she shall meet with project managers and committee chairpersons on a regular basis and shall be responsible for directing chapter membership activities. Special duties include: To actively promote new PMI memberships, and renewals of membership among existing members, in the Fort Worth area; to establish and maintain a current Chapter membership list and database; Develop and implement a member needs assessment surveys; To prepare and submit reports specified by the President; To turn over all records to a successor.

The Vice President – Membership length of term for office is 2 years. The Vice President - Membership may serve the office for no more than 2 consecutive terms.

Section 4. Vice President - Finance

The Vice President Finance shall oversee the management of funds for duly authorized purposes of the chapter. He/she is responsible for creating the chapter annual budget and for all financial records and reports required for Chapter operations. His/her position includes responsibility for funds collected and disbursed by the Chapter, preparing monthly financial reports, managing Chapter cash flow and maintaining permanent Chapter financial records. Special duties are:

To arrange for the establishment of a chapter bank account which requires the signature of either the Chapter President or the Vice President Finance on all checks; To assist the Chapter President with preparation of the annual and semi-annual financial reports required for submission to PMI; to turn over all permanent records and statements of finance to a successor and receive receipt therefore; If applicable, apply for IRS Employee Identification Number (EIN); Prepare, file and pay all required IRS tax related filings on a local , state, and Federal level as required.

The Vice President – Finance length of term for office is 2 years. The Vice President - Finance may serve the office for no more than 2 consecutive terms.

Section 5. Chairman of the Board

The most recent past President of the Chapter is Chairman of the Chapter Board of Directors. He/she shall act in the capacity of advisor to the newly elected president and board. Chairman shall have full voting rights on the Chapter Board of Directors. Special duties include:

Act as the lead of the nominating Committee; Act as liaison for any and all special events as requested by the Chapter Board of Directors; Act as Chairman of the Executive Advisory Board and be its liaison to the Chapter Board of Directors; Promote corporate contributions and corporate relations for chapter; Provide chapter interface with general public when needed.

The Past President term will span the term of the President until the election of a new President which occurs in an even year.

Section 6. Vice President - Marketing

The Vice President - Marketing shall be responsible for chapter marketing programs, activities and materials. Special duties include:

To assume the office of the President, if vacant; To chair the Chapter Board of Directors meeting in the absence of the President; To provide marketing support to other chapter officers as needed to adequately advertise and promote chapter activities; To prepare a Public Relations (PR) Plan and submit it to President annually; Turn over all records to a successor.

The Vice President – Marketing length of term for office is 2 years. The Vice President - Marketing may serve the office for no more than 2 consecutive terms.

Section 7. Vice President – Education

The Vice President - Education is responsible for chapter educational and professional development programs, activities and materials. He/she is responsible for providing information regarding project management certification to the membership and establish / maintain relationships with universities or other organizations which promote project management educational programs. Special duties include:

Establish and maintain a Chapter Library of project management reading material and professional publications; Creating and posting re-certification and/or educational credits for each chapter program and educational workshop for chapter members.

The Vice President – Education length of term for office is 2 years. The Vice President - Education may serve the office for no more than 2 consecutive terms.

Section 8. Vice President – Programs

The Vice President - Programs is responsible for planning, scheduling, arranging, and supervising all aspects of the monthly chapter meetings and any special events approved by the Chapter Board of Directors. This includes site logistics, speakers, audio-visual equipment, etc. Special duties include:

To chair the Chapter meeting in the absence of the President; arranging for Photographer at chapter events; To prepare a report following each chapter meeting which summarizes financial and

attendance results of the meeting, and submit that report to the Chapter President; Prepare program and meeting notices for publication and distribution by the Vice President - Communications.

The Vice President – Programs length of term for office is 2 years. The Vice President - Programs may serve the office for no more than 2 consecutive terms.

Section 9. Vice President - Communications

The Vice President - Communications shall be responsible for the creation and maintenance of chapter monthly newsletter, website and any other chapter publications. This includes all aspects of the website including hosting, development and any relevant licensing agreements pertaining to the hosting of the chapter website. Special duties include:

Newsletter: Appoint and direct the activities of project managers and committee staff for Collecting newsworthy information; Create, edit, publish & distribute newsletter; Newsletter advertising; Preparation and distribution of other chapter publications

Website: Operate and maintain the Chapter Website, with activities such as: Updating the list of future meetings on the Website and include biographical information provided by the VP Programs by the 1st of the month; Publishing latest newsletters on Website; Updating changes to the listing of Officers and membership statistics;

Membership Communications: Contact the membership to inform them of upcoming events, including: notify membership not less than fourteen (14) days before all special meetings called by the President; Notify membership not less than thirty (30) days before all general meetings; Maintain a file of all Chapter correspondence (meeting minutes, mailings, etc.) Distribute Chapter Annual Report to the Chapter membership.

The Vice President – Communications length of term for office is 2 years. The Vice President - Communications may serve the office for no more than 2 consecutive terms.

Section 10. 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 entitle 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 and determined by the Board.

ARTICLE V – OFFICERS, ELECTION PROCESS AND SUCCESSION

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. All voting members in good standing of the 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. Elections will be held in June for those positions with expiring terms. Even numbered years will be Group A Officers and Odd numbered years will be Group B Officers.

- **Group A** consists of President, VP Education, VP Membership and VP Communication.

- **Group B** consists of VP Marketing, VP Programs and VP Finance.

Section 3. 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. New officers will be installed at the January Chapter meeting. To provide continuity, upon election these Officers will immediately become members of the Board and will serve as "understudies" of the Officers they are to succeed. Voting during the period from election to installation, newly elected officers will only vote in the absence of the incumbent unless the incumbent has given his/her proxy to vote as directed.

Section 4. A Nominating Committee led by the Chairman of the Board 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 the normal chapter monthly meeting held in June. 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 those designated by the Board.

Section 5. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 6. Succession: In the event that the office of President becomes vacant, the VP Marketing will assume the duties of the President until the next election.

Section 7. Vacancies: Vacant offices shall be appointed by the President with the approval of the Chapter Board of Directors. Approval is defined as a simple majority of the Board members present at a designated meeting.

Section 8. Resignations Or Removal From Office: An Officer may voluntarily resign from his/her position by submitting written notice to the Chapter President and shall be effective upon its acceptance. Any elected Chapter Officer may be removed from his/her position by approval of 60% of the Chapter Board Officers. The recall vote must be held at the next scheduled Chapter Board of Directors meeting after formal notification of such. The cause for a recall vote may include, but not be limited to:

- a. The absence of a Chapter Board member at three consecutive Chapter Board of Directors meetings.
- b. Dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter.
- c. Dereliction of duties as outlined under their responsibilities section
- d. A conscious act of conflict of interest which presents a clear and present risk exposure to the chapter, its officers and/or membership

Article VI – COMMITTEES & TASK FORCES

Section 1. The Board may authorize the establishment of standing or temporary committees or task forces to advance the purposes of the organization or has value to the Chapter members. The committee or task force shall have a Chapter Board Officer as a member to act as liaison to the Board of Directors. Each committee or task force shall establish its own charter which defines its purpose, authority and outcomes.

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.

Article VII - 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 PMI 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, collections and disbursements shall be performed by PMI.

Article VIII – 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 posted by the Board to all members 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.

Section 6. Types Of Meetings

- a. Chapter Monthly Meetings: open to all members and guests. These meetings are typically held on the third Thursday of each month
- b. Board Meetings: typically held once a month. All officers are expected to attend when possible. Members may attend if he/she expresses an interest and makes their request known to a Board member.
- c. Annual Transition / Business Meeting: this meeting is typically held in January and allows for a formal transition of the newly elected officers as well as a strategic planning session for the new term.

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

Section 4. All officers, 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 X - 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, partnership, joint venture, trust or other enterprise.

Article XI- AMENDMENTS

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at the announced 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 or electronic mail that is returned within the timeframe specified. Notice of proposed changes shall be provided to the membership at least forty-five (45) days before such meeting or vote. Notification may be sent by mail or posted on the Chapter's website.

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.

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 Chapter's Charter with PMI.

Article XII – 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.