

# NCPMI Bylaws

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

### Section 1. Name/Nonprofit Incorporation

This organization shall be called the Project Management Institute, North Carolina Chapter (or can be referred to as Chapter).

(Hereinafter "NCPMI Chapter or Chapter"). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter "PMI®") and separately incorporated as a not for profit, tax-exempt corporation (or equivalent) organized under the laws of North Carolina. As per PMI charter agreement, all chapters formed within the United States must be incorporated as a 501(c) (6) organization.

### Section 2. Legal Requirements

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

### Section 3. Principal Office; Other Offices

The principal mailing and incorporated address of the NCPMI Chapter shall be located in the Research Triangle Park region, North Carolina, United States of America. The NCPMI Chapter may have other offices such as branch offices as designated by the NCPMI Chapter Board of Officers.

## Article II – Relationship to PMI®.

### Section 1. Board of Officers

The NCPMI Chapter is responsible to the duly elected PMI® Board of Officers and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

### Section 2. Bylaw Conflicts

The bylaws of the NCPMI Chapter may not conflict with current PMI® bylaws, with any policies, procedures, rules or directives established or authorized by PMI® nor with the NCPMI Chapter charter with PMI®.

### Section 3. Precedence of Documents

The terms of the charter executed between the NCPMI 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 NCPMI Chapter shall be governed by and adhere to the terms of the charter.

## Article III – Purpose and Limitations of the NCPMI Chapter.

### Section 1. General Purpose.

The NCPMI Chapter, chartered by PMI® as a not for profit corporation 501(c) (6) as defined by Internal Revenue Services US agency, is dedicated to advancing the practice, science, and profession of project management; to establish and maintain a dynamic PMI® chapter that will provide for the professional development of a diverse membership; to encourage wide participation and high member activity; to operate the NCPMI Chapter in a sound and business-like manner in the furtherance of the purpose and objectives of the Project Management Institute.

### Section 2. Specific Purposes.

Consistent with the terms of the charter executed between the NCPMI Chapter and PMI® and these bylaws, the purposes of the NCPMI Chapter shall include the following:

- a) To foster professionalism in the management of projects.
- b) To contribute to the quality and scope of project management.
- c) To stimulate appropriate global application of project management for the benefit of the public.
- d) To provide a public 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 promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- f) To provide the membership high value for the members' investment of time and money.
- g) To maintain a community of project managers regardless of discipline, industry, company or geography by providing frequent opportunities for member interaction, education, and professional development.

### Section 3. Limitations of the NCPMI Chapter.

- a) General Limitations. The purposes and activities of the NCPMI Chapter shall be subject to limitations set forth in the charter agreement and these bylaws, and shall be conducted consistently with the NCPMI Chapter Articles of Incorporation.
- b) The membership database and listings provided by PMI® to the NCPMI Chapter can solely be used for purposes directly related to the Chapter, consistent with PMI® policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.
- c) The elected officers of the Chapter shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents, its charter agreement, PMI®'s bylaws, policies, practices, procedures, rules and applicable law.

## Article IV – NCPMI Chapter Membership.

### Section 1. General Membership Provisions.

- a) Membership in the NCPMI Chapter and its committees requires membership in PMI®. The NCPMI Chapter shall not accept as members any individuals who have not been accepted as PMI® members.
- b) Membership in this organization is voluntary and shall be open to an acceptable PMI® member interested in furthering the purposes of the organization. Membership shall be open to all such persons in good standing without regard to race, creed, color, age, sex, sexual orientation, marital status, national origin, religion, or physical or mental disability.
- c) Members shall be governed by and abide by the PMI® bylaws and by the bylaws of the NCPMI Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Conduct.
- d) All members shall pay the required PMI® and the NCPMI 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 NCPMI Chapter.

- e) Membership in the NCPMI Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for cause.
- f) Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the NCPMI Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the NCPMI Chapter to PMI® within such one-month delinquent period.
- g) Upon termination of membership in the NCPMI Chapter, the member shall forfeit all rights and privileges of membership.

## Section 2. Classes and Categories of Members.

The NCPMI Chapter shall not create its own membership categories. PMI® Component membership categories shall be consistent with PMI® membership categories.

# Article V – The NCPMI Chapter Board of Officers.

## Section 1. Government

The NCPMI Chapter shall be governed by an elected Board of Officers (Board). The Board shall be responsible for carrying out the purposes and objectives of the nonprofit corporation.

The Board shall be comprised by the following nine elected officers (officers) by the NCPMI Chapter members.

- President
- President-Elect
- Immediate Past President
- Vice President, Membership
- Vice President, Finance, Governance and Policy
- Vice President, Programs
- Vice President, Professional Development
- Vice President, Certifications
- Vice President, Communications & Technology

## Section 2. Officers Elections

The Board shall consist of the aforementioned officers the NCPMI Chapter and shall be members in good standing of PMI® and of the NCPMI Chapter.

The terms of office for the elected officers, except the President-Elect, shall be of two (2) calendar years in length, limited to two (2) consecutive terms in the same position, and no more than three terms on the Board in general six (6) years. Additionally the officer can stay three (3) more years in the President-Elect, President and Past President roles.

To run for **President-Elect**, one is required to be a current elected officer and has served on the board for at least one year immediately prior to the election, and be recommended by at least two elected active officers and two members in good standing of PMI® and of the NCPMI Chapter.

To run for **Vice President**, one is required to be a current elected officer or appointed director of the NCPMI Board for at least one year immediately prior to the election, and be recommended by at least one active officer, before being considered for a Board position.

If a candidate for an office position has not met the stated requirements and there are no other qualified Chapter members willing to serve, the nominating committee may, with the approval of the current President, waive this requirement

The Board of Officers shall be bound individually by any action of the Chapter Board of Officers and collectively by the charter agreement and the bylaws of the NCPMI Chapter and PMI®.

The Board of officers shall have additional duties and authority as may be conferred by the Chapter policies and procedures manual(s).

## Section 3. The President

Chief executive officer for the NCPMI Chapter and of the Board, and shall perform such duties as are customary for presiding officers. The President shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

The term of the President is one (1) year in length.

## Section 4. The President-Elect

Successor to the president; elected volunteer who will assist the president with his or her duties of managing the chapter and assume the role of the chapter president if the president is unable to perform duties for any reason.

In situations where the President is temporarily unavailable, the President-Elect shall temporarily assume the role, representing the President and administering the President's duties until such time as the President may resume their role and duties.

The term of the President-Elect is one (1) year in length.

## Section 5. The Immediate Past President

Former elected volunteer responsible for overall oversight of the chapter and the board in accordance with chapter policies and bylaws.

The term of the Immediate Past President is one (1) year in length, and the Past President has voting rights only as a "tie breaker" when there is an even split vote of the Board.

## Section 6. The Vice President, Finance, Governance and Policy

Elected volunteer responsible for maintaining and presenting all financial records required for chapter operations, and responsible for addressing governance and policy issues, including ensuring the maintenance and enforcement of chapter policies and bylaws, including the review of all contractual agreements with internal and external parties and any required risk management instruments, such as insurance policies, that are required for NCPM.

The term of the VP Finance, Governance and Policy two (2) years in length and elected in even numbered years.

## Section 7. The Vice President, Membership

Elected or appointed volunteer responsible for addressing the needs of chapter membership, including membership recruitment, retention, and associated value delivery in accordance with chapter policies and bylaws.

The term of the VP Membership is two (2) years in length and elected in odd numbered years.

## Section 8. The Vice President, Programs

Elected or appointed volunteer responsible for chapter programs such as monthly meeting, in accordance with chapter policies and bylaws.

The term Vice President, Programs is two (2) years in length and elected in even numbered years.



## Section 9. The Vice President, Professional Development

Elected or appointed volunteer responsible for professional development, education and chapter events in accordance with chapter policies and bylaws.

The term of the Vice President, Professional Development is two (2) years in length and elected in odd numbered years.

## Section 10. The Vice President, Certifications

Elected or appointed volunteer responsible for promoting and delivering certification, and establishing chapter educational program in accordance with chapter policies and bylaws.

The term of The Vice President, Certifications is two (2) years in length and elected in even numbered years.

## Section 11. The Vice President, Communications and Technology

Elected or appointed volunteer responsible for managing and coordinating communication channels in accordance with chapter policies and bylaws.

The term of the Vice President, Communications and Technology is two (2) years in length and elected in odd numbered years.

## Section 12. At- Large Directors

At-Large Directors are Board appointed and serve on the Board of Officers. The roles and number of At-Large Directors are determined by the Board and may be changed periodically to meet current requirements of ongoing operations. The Board may include no more than four (4) At-large directors, who are nominated by the President and approved by the Board by simple majority vote. Directors at- Large may represent emerging or existing areas of business or special projects or initiatives. They serve at the discretion of the Board and their term coincides with the Board President but may be reappointed indefinitely. At-large Directors shall perform duties as directed by the Board of Officers.

## Section 13. Director Administration / Secretary

Appointed volunteer responsible for preparing, maintaining, recording, circulating all records, correspondence, minutes of meetings, and related affairs of the chapter.

The Director of Administration/Secretary serves as a non-voting member on the Board of Officers.

The term coincides with the Board President but may be reappointed indefinitely.

At-Large-Directors are not officers, as such do not hold voting rights. However, the Directors are members of the Board of Officers.

## Section 14. Directors

Director positions are approved by the Board of Officers. The President, President-Elect and Vice Presidents holding a specific named area of business may appoint a particular individual for an approved director position, once the Board approves the position. Directors shall perform projects within that Board member's duties. Directors serve under the direction of a current elected Board member during that officer's tenure. Directors are not officers, as such do not hold voting rights. However, the Directors are members of the Board of Officers.

## Section 15. Powers

The Board shall exercise all powers of the NCPMI Chapter, except as specifically prohibited by 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 NCPMI Chapter business and funds.

## Section 16. Meetings

The Board shall meet at the call of the President, or at the written request of three (3) officers of the Board. A quorum shall consist of no less than one-half of the present officers of the Board at any given time. Each officer shall be entitled to one (1) vote and may take part and vote in person or electronically as long as it is in accordance with the applicable statutes of the State of North Carolina. At its discretion, the Board may allow proxy voting. The Board may conduct its business by teleconference, email or other legally acceptable means so long as a physical quorum and presence is maintained while voting. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

## Section 17. Vacant Position

The Board of Officers may declare an officer or Director at-Large position to be vacant where an officer or Director at-Large ceases to be a member in good standing of PMI® or of the NCPMI Chapter by reason of non-payment of dues, or where the officer or Director at-Large fails to attend two (2) consecutive Board meetings. An officer or Director at-Large 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 President or Secretary of the written notice. In the event there is no candidate for a particular Board position, the Board shall appoint a replacement.

## Section 18: Removal from Office

An officer or Director at-Large 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 Board members present and in person at an official meeting of the board, or by two-thirds (2/3) of votes cast of the entire Board at any given time.

## Section 19: Filling Positions

If any officer or Director at-Large position becomes vacant, the Board may appoint a successor to fill the office and assume all duties 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 immediately assume the title, office and duties of the presiding officer for the remainder of the term. The order of succession for President shall be President-Elect, Vice President Membership, Vice President Finance and Administration, Vice President Certifications, Vice President Programs, Vice President Professional Development, Vice President Communications and Technology, Immediate Past President.

# Article VI – NCPMI Chapter Nominations and Elections.

## Section 1. Elections

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 members in good standing of the NCPMI Chapter shall have the right to vote in any Board of Officers membership election. Discrimination in election and nomination procedures based on race, creed, color, age, sex, sexual orientation, marital status, national origin, religion, physical or mental disability or unlawful purpose is prohibited.

## Section 2. Office Commencement

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. Vacancies shall be remediated per Article V, section 17.

## Section 3. Nominating Committee

A Nominating Committee shall prepare a slate containing nominees for each office position and shall determine the eligibility and willingness of each nominee to stand for election.

The Nominating Committee shall be led by the Immediate Past President, who will appoint not less than three and up to five members to assist in Nominating Committee activities. Each member of the Nominating Committee shall have one vote. A quorum of the Nominating Committee shall exist when more than half of its current members are

present. All votes of the Nominating Committee shall be determined by a simple majority of the quorum.

In the event there are no candidates meeting the prerequisite for an elected board officer position, the rules may be waived assuming that the candidate meets all the other requirements

#### Section 4. Nominating Committee Exclusion

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

#### Section 5. Funding and Electioneering

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. The 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 VII – NCPMI Chapter Special Interest Group.

#### Section 1. Community of Practice

The Board may authorize the establishment of standing Community of Practice to advance the purposes of the organization. The Board shall establish a charter for each Community of Practice, which defines its purpose, authority and outcomes. Community of Practice are responsible to the President Elect.

#### Section 2. Community of Practice Officers

All members and a chairperson for each community of practice shall be appointed by the President Elect with the approval of the Board

#### Section 3. Title of Community of Practice

Upon approval by the Board, the naming of the Community of Practice can be changed.

### Article VIII - NCPMI Chapter Finance.

#### Section 1. Fiscal Year

The fiscal year of The NCPMI Chapter shall be from 1 January to 31 December. The Chapter shall operate its finances on a cash basis.

## Section 2. Dues

NCPMI Chapter annual membership dues shall be set by the NCPMI Chapter Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

## Section 3. Dues Billing

All dues billings, dues collections and dues disbursements to the NCPMI shall be performed by PMI®.

# Article IX – Meetings of the Membership.

## Section 1. Annual Meeting

An annual meeting of the membership shall be held at a date and location to be determined by the Board.

## Section 2. Special Meeting

Special meetings of the membership may be called by the President or by a majority of the Board or by petition of ten percent (10%) of the voting membership directed to the President.

## Section 3. Annual Meeting Notice

Notice of all annual meetings shall be sent by the Board as represented by the Secretary to all members at least thirty calendar 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. Special Meeting Notice

Notice of all special meetings shall be sent by the Board at least three business days in advance to all those who will participate. 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 5. Quorum

A quorum at all annual and special meetings of the NCPMI Chapter shall be 10% of those voting chapter members in good standing, present and in person.

## Section 6. Meeting Conduct

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

## Article X - Inurement and Conflict of Interest.

### Section 1. Membership Gain Restriction

No member of the NCPMI Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the NCPMI Chapter.

### Section 2. Officer Compensation

No officer, director, appointed committee member or authorized representative of the NCPMI Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the NCPMI 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. Contracts

NCPMI Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the NCPMI Chapter and any corporation, partnership, association or other organization in which one or more of the NCPMI 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 Officers 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 Board of Officers who do not have an interest in the transaction or contract and reaffirms annually
- c. the contract or transaction is fair to the NCPMI Chapter and complies with the laws and regulations of the applicable jurisdiction in which the NCPMI Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board of Officers

### Section 4. Independent and Ethical Behavior

All officers, directors, appointed committee members and authorized representatives of the NCPMI Chapter shall act in an independent and ethical manner consistent with their obligations to the NCPMI Chapter and applicable law, regardless of any other affiliations, memberships, or positions. Charges of any violation of this trust may be brought before the Board by any Board member for a two-thirds affirmation vote for dismissal of Board members present or voting via proxy.

## Section 5. Disclosure of Interest

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 NCPMI 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. Legal Proceedings

In the event that any person who is, or was an officer, director, committee member, or authorized representative of the NCPMI Chapter acting in good faith and in a manner reasonably believed to be in the best interests of the NCPMI 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) specifically relating to their activities as authorized representatives of the NCPMI Chapter, 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. Determination of 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 3. Liability Insurance

To the extent permitted by applicable law, the NCPMI 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 NCPMI Chapter or is or was serving at the request of the NCPMI 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. Amendment Voting

These bylaws can be amended by a two-thirds (2/3) affirmative vote of the membership in good standing, conducted by electronic ballot or a special meeting in person or annual meeting, with the requisite quorum. The members will have at least thirty days to complete the ballot or advance notice of such meeting to vote. The notice of any amendments (and supporting material) must be provided to the membership electronically via email (and other means if possible) at least thirty days prior to the vote.

The quorum required for both electronic or in person voting will be 10% of the overall eligible membership, in accordance with Section 5 of Article IX, as determined at the time the ballot is issued.

If the intended meeting or received voted electronic ballot count of the membership does not meet 10% quorum requirement, the amendments may be re-issued for voting to the membership electronically with a thirty days notice to complete the ballot. The number of member's electronic ballots received in response to re-issue will constitute a quorum.

### Section 2. Amendment Proposals

Amendments to these Bylaws may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board to the chapter membership with or without recommendation.

### Section 3. Consistency with Bylaws and Charter

All amendments must be consistent with PMI®'s bylaws and the policies, procedures, rules and directives established by the PMI® Board of Officers, as well as with the NCPMI Chapter charter with PMI®.

## Article XIII – Dissolution.

### Section 1. PMI® Right of Dissolution

In the event that the NCPMI 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 NCPMI Chapter.



## Section 2. Failure to Deliver Value

In the event the NCPMI Chapter consistently fails over the extended course of time to deliver overall value to its members as outlined in NCPMI Chapter's Charter and lacking any further mitigating factors, the Component acknowledges that PMI® has a right to dissolve the NCPMI Chapter after due process including any appeals that are exhausted, as per the terms of the Charter.

## Section 3. Dissolution Procedure

In the event the NCPMI Chapter is considering dissolution, the NCPMI Chapter Board of Officers as represented by either their President or Secretary, must notify PMI® in writing and follow the component dissolution procedure as defined in PMI®'s policy.

## Section 4. Assets Disposal

Should the NCPMI Chapter dissolve for any reason, its assets shall be disposed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.