



BY-LAWS

PROJECT MANAGEMENT INSTITUTE

SOUTH FLORIDA CHAPTER, INC.

**Approved by PMI® 2011
Approved by Members 2011**



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Project Management Institute South Florida Chapter, Inc.

Component By-laws Template

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, SOUTH FLORIDA CHAPTER, INC. (hereinafter “the 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 (or equivalent) organized under the laws of FLORIDA. ALL Components formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. The CHAPTER shall meet all legal requirements in the jurisdiction(s) in which the CHAPTER conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices.

The principal office of the CHAPTER shall be located in FT LAUDERDALE in the STATE of FLORIDA. Operations will be conducted primarily in Palm Beach, Broward and Miami-Dade Counties. The CHAPTER does not have other offices such as Branch offices as designated by the CHAPTER Board of Directors.

Article II – Relationship to PMI.

Section 1. 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 2. 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 PMI as well as with the CHAPTER’s Charter with PMI.

Section 3. 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 and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the CHAPTER shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the CHAPTER.

Section 1. Purpose of the CHAPTER.

- A. **General Purpose.** THE CHAPTER has been founded as 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 the CHAPTER and PMI and these Bylaws, the purposes of the 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 general public.
 - d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other 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 encourage and facilitate education, certification, and professionalism in project management.



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- g) To foster communication between public and private sectors regarding project management.
- h) To disseminate within the primary area of operation of the chapter information regarding developments in project management.

Section 2. Limitations of the CHAPTER.

- A. General Limitations. The purposes and activities of the CHAPTER shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with CHAPTER Articles of Incorporation.
- B. 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 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 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, and rules; and applicable law.

Article IV – CHAPTER Membership.

Section 1. General Membership Provisions.

- A. Membership in the CHAPTER requires membership in PMI®. The CHAPTER shall not accept as members any individuals who have not been accepted as PMI® members.

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.

- B. 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 there under, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and 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 CHAPTER.
- D. Membership in the CHAPTER shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- E. 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 CHAPTER. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the CHAPTER to PMI within such one month delinquent period.
- F. Upon termination of membership in the CHAPTER, the member shall forfeit any and all rights and privileges of membership.
- G. Voting members of the Board include all officers: the PRESIDENT, IMMEDIATE PAST PRESIDENT, PRESIDENT-ELECT, VICE PRESIDENT, OPERATIONS, VICE PRESIDENT, EDUCATION & PROFESSIONAL DEVELOPMENT, VICE PRESIDENT, FINANCE, VICE PRESIDENT, MARKETING, VICE PRESIDENT, MEMBERSHIP, VICE PRESIDENT, PROGRAMS, AND VICE PRESIDENT, TECHNOLOGY. All CHAPTER officers shall be members in good standing of PMI and of the Chapter.



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Section 2. Classes and Categories of Members. The CHAPTER shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.

Article V – CHAPTER Board of Directors:

Section 1. The CHAPTER shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Board shall consist of the officers of the CHAPTER elected by the membership and shall be members in good standing of PMI and of the CHAPTER.

Terms of office for the Officers shall be TWO-YEARS, limited to TWO consecutive terms in the same position, and no more than FIVE consecutive terms on the Board in general. The President, Immediate Past President, and President-Elect will serve ONE-YEAR terms. The Vice President, Finance may only serve TWO consecutive TWO year terms. These positions are staggered so that ONE HALF OF THE OFFICER(S) are elected each year.

Section 3. The PRESIDENT shall be the chief executive officer (CEO) 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 IMMEDIATE PAST PRESIDENT shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 4. The VICE PRESIDENT, OPERATIONS shall oversee the operations of the chapter for process standardization, metrics collection and keep the records of all business meetings of the CHAPTER and meetings of the Board.

Section 5. The VICE PRESIDENT, EDUCATION AND PROFESSIONAL DEVELOPMENT shall be responsible for the development and delivery of project management content courses, seminars and educational programs.

Section 6. The VICE PRESIDENT, FINANCE shall oversee the management of funds for duly authorized purposes of the CHAPTER.

Section 7. The VICE PRESIDENT, MARKETING shall be responsible for public relations, press releases, advertising of Chapter events, relationships with other organizations, and for maintaining the CHAPTER branding and marketing materials.

Section 8. The VICE PRESIDENT, MEMBERSHIP shall be responsible for record keeping of membership data and for membership relations.

Section 9. The VICE PRESIDENT, PROGRAMS shall be responsible for arrangement and management of speakers and facilities for any program such as regular CHAPTER dinner meetings, networking events, regional meetings, and for other special Board or membership meetings as identified.

Section 10. The VICE PRESIDENT, TECHNOLOGY shall be responsible for all technological requirements to support the CHAPTER public website, the Board collaborative website, newsletters delivery as well as the coordination of member communications, and other technical support as identified.

Section 11. CHAPTER Officers may create Director positions as needed to fulfill the responsibilities described above. Creation of a Director position requires two-thirds approval of the voting officers. A Chapter Officer seeking to fill an open position works closely with the Director, Volunteers to recruit and align volunteers to a board position based on his/her professional skills and capabilities. Candidates go through an interview process before being selected to the director position. Persons are chosen to, and terminated from, Director positions by the supervising officer. If the supervising officer is no longer serving on the Board, the President or President-Elect may terminate a Director. Director positions are open-ended and volunteers may serve in this capacity as long as they choose, and as long as their performance meets the requirements of their position. Directors must be members in good standing with



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the CHAPTER. Directors do not hold voting rights on the Board.

Section 12. The Board shall exercise all powers of the 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 CHAPTER business and funds.

Section 13. The Board shall place and keep all CHAPTER documentation and contact information in a central repository accessible by the Board. Promotional items and other property that can not be stored electronically will be kept by the appropriate officer or director as described in the Board of Directors Job Descriptions. Departing officers will deliver such items to their successor if available, or to the CHAPTER PRESIDENT. Departing directors will deliver such items to their successor if available, or to their supervising officer if available, or to the CHAPTER PRESIDENT.

Section 14. 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. Each member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 15. The Board of Directors shall 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 CHAPTER by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings. An officer may resign by submitting written notice to the PRESIDENT. In absence of a serving PRESIDENT, written notice will be submitted to the PRESIDENT-ELECT. A DIRECTOR may resign by submitting written or verbal notice to their supervising officer. 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 16: An OFFICER or DIRECTOR may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board. If the OFFICER or DIRECTOR requires a review of actions, then a formal request must be submitted following the grievance procedure outlined in the CHAPTER policies

Section 17: 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 SERVE AS INTERIM CHIEF EXECUTIVE OFFICER for the remainder of the term and the following year, the PAST PRESIDENT position will remain vacant and the functions associated will be carried by the PRESIDENT.

Section 18: In the event there are no serving Officers, the director with the longest service on the Board may act as necessary to keep the CHAPTER operating, and will advise PMI® accordingly. If the longest serving director is not willing, the next-longest serving (and so on) director may act in this capacity.

Article VI – CHAPTER Nominations and Elections:

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2 and Article 5, Section 11. All voting members in good standing of the CHAPTER INCLUDING NOMINATED CANDIDATES 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.



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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 comprise of two (2) to three (3) members of PMI in good standing designated by the Board who are currently NOT Chapter Officers. This nominating committee will report to the Board.

Section 4. 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 can self-nominate or may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted by electronic vote in compliance with the legal jurisdiction. In the event technology does not support electronic voting, as a back-up, the elections shall be conducted at the annual meeting of the membership. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5: In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of candidates for PMI, Component 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 Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

Article VII – CHAPTER 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, outcomes and duration. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. The CHAPTER officers and/or Directors can serve on the CHAPTER Committees, unless it specifically is restricted by the Bylaws.

Section 2. An officer may appoint a chairperson for a committee, with the approval of the Board. Chairpersons must be members in good standing of the CHAPTER. Chairpersons may appoint committee members from the membership of the organization, or from the community at large. In the absence of a Chairperson, the supervising officer may appoint committee members from the membership of the organization, or from the community at large. Chairpersons shall have no legislative or managerial authority.

Article VIII - CHAPTER Finance:

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

Section 2. CHAPTER annual membership dues shall be set by the CHAPTER'S BOARD and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The CHAPTER 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.



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Article IX – Meetings of the Membership:

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board.

Section 2. Special meetings of the membership may be called by the PRESIDENT, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the PRESIDENT.

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

Section 5. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Article X - Inurement and Conflict of Interest:

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

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

Section 3. 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 CHAPTER and complies with the laws and regulations of the applicable jurisdiction in which 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.



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Section 5. All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the CHAPTER has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Article XI - Indemnification:

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the CHAPTER, acting in good faith and in a manner reasonably believed to be in the best interests of the CHAPTER, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the CHAPTER may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the CHAPTER, or is or was serving at the request of the CHAPTER as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XII- Amendments:

Section 1. These bylaws may be amended by a majority vote of a quorum vote of the voting membership in good standing voting by electronic ballot, present at an annual meeting of the CHAPTER duly called and regularly held; or by a majority vote of a quorum 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 CHAPTER's Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the CHAPTER or its governing officers failed to act according to this bylaws and PROJECT MANAGEMENT INSTITUTE, SOUTH FLORIDA CHAPTER, INC.'S or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the CHAPTER.

Section 2. In the event the CHAPTER failed to deliver value to its members as outlined in PROJECT MANAGEMENT INSTITUTE, SOUTH FLORIDA CHAPTER, INC.'S business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve the CHAPTER, as per the terms of the Charter.



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Section 3. In the event the CHAPTER is considering to dissolve the PROJECT MANAGEMENT INSTITUTE, SOUTH FLORIDA CHAPTER, INC. The 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 4. 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.