

Bylaws of Project Management Institute -- Hampton Roads Chapter

Article I – Name, Principal Office, Other Offices

Section 1: Name/Nonprofit Incorporation.

This organization shall be called the Project Management Institute, Hampton Roads Chapter (hereinafter “PMIHR”). 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 the Commonwealth of Virginia. All Chapters formed within the United States must be incorporated as 501(c) (6) organization.

Section 2: The Hampton Roads Chapter shall meet all legal requirements in the jurisdiction(s) in which the Hampton Roads Chapter conducts business or is incorporated.

Section 3: Principal Office; Other Offices: The principal office of the Hampton Roads Chapter shall be in a geographically defined area including the following cities; Chesapeake, Hampton, Newport News, Norfolk, Portsmouth, Smithfield, Suffolk, Yorktown, Williamsburg, and Virginia Beach located in the Commonwealth of Virginia. The Hampton Roads Chapter may have other offices such as Branch offices as designated by the Hampton Roads Chapter Board of Directors.

Article II – Relationship to PMI

Section 1: The Hampton Roads 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 Hampton Roads Chapter may not conflict with current PMI® Bylaws and all policies, procedures, rules, or directives established or authorized by PMI® as well as with the PMIHR Charter with PMI®.

Section 3: The terms of the Charter executed between the Hampton Roads 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 Hampton Roads Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the Hampton Roads Chapter

Section 1: Purpose of the Hampton Roads Chapter.

A. General Purpose. The Chapter has been founded as a non-profit corporation 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 Hampton Roads Chapter and PMI® and these Bylaws, the purposes of the Hampton Roads Chapter shall include the following:

- a) Advance the mission and objectives of the Project Management Institute within the Hampton Roads Chapter.
- b) Foster professionalism in the management of projects.
- c) Contribute to the quality and scope of project management.
- d) Stimulate appropriate global application of project management for the benefit of general public.
- e) 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.
- f) Identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- g) Develop a growing and committed membership of local Professional Project/Program Managers.
- h) Deliver an educational program that strengthens local Professional Project Managers' skills to support the Project Management Institute Professional Certification Program.
- i) Support and enhance Project Management Professionalism by developing and providing quality programs based on regional Project/Program Management needs.
- j) Promote Professional Project Management principles and techniques with local businesses, colleges, universities, and professional associations.

Section 2: Limitations of the Hampton Roads Chapter.

A. General Limitations. The purposes and activities of the Hampton Roads Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Hampton Roads Chapter Articles of Incorporation.

B. The membership database and listings provided by PMI® to the Hampton Roads Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Hampton Roads 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 officers of the Hampton Roads Chapter shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapter'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 Hampton Roads Chapter requires membership in PMI®. The Hampton Roads Chapter shall not accept as members individuals who have not been accepted as PMI® members. Membership in this organization 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 Hampton Roads Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Conduct.

C. All members shall pay the required PMI® and 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 PMIHR Chapter.

D. Membership in the Hampton Roads Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause. If expelled from PMI®, the member is automatically expelled from the Hampton Roads Chapter. Expulsion at the Chapter level may occur only by majority vote of the Chapter Board, followed by written notification from the Vice President of Communications to the member.

E. Members who fail to pay the required dues when due and remain delinquent shall have their names removed from the official membership list of the Hampton Roads Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the Hampton Roads Chapter to PMI®.

F. Upon termination of membership in the Hampton Roads Chapter, the member shall forfeit any and all rights and privileges of membership.

G. All chapter members in good standing are eligible to vote and hold office. Student members are allowed to vote but not hold office.

Section 2: Classes and Categories of Members. The Hampton Roads Chapter shall not create its own membership categories. PMI® Chapter membership categories shall be consistent with PMI® membership categories.

Article V – Chapter Board of Directors:

Section 1: The Hampton Roads Chapter shall be governed by a Board of Directors, hereafter referred to as the Board. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Hampton Roads Chapter Board of Directors shall consist of the officers of the Hampton Roads Chapter elected by the membership and shall be members in good standing of PMI® and the Hampton Roads Chapter. Sections 5-18 below contain brief Board of Directors descriptions.

Section 3. Terms of office for all Vice Presidents shall be two (2) years, limited to two (2) consecutive terms in the same position and no more than four consecutive terms on the Board in general. There is no term limits for personnel serving as Directors.

Section 4 The President Elect, President, and Past President positions are transitional positions and an individual may only serve a one-year term in each position. At the end of the President Elect's term he/she will automatically become the President. At the end of the President's term he/she will automatically become the Past President.

Section 5. **The President** shall be the chief executive officer for the Hampton Roads Chapter and of the Board and shall perform such duties as are customary for presiding officers. The president makes all required appointments with approval of the board and serves as member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

Section 6: **The President Elect** will work closely with the President in all matters of administration and execution of the Chapter for the purpose of a clear and seamless transition of the Presidency. The President Elect will assume the duties of the President should the President be unable or unwilling to carry out his/her Chapter duties.

Section 7: **The Past President** provides mentorship and consultation to the President and other Officers, as well as chairing the Nominating Committee for the slate of Officers for the succeeding year.

Section 8: **The Vice President of Communications** shall keep the records of all business meetings of the Hampton Roads Chapter and meetings of the Board, and overall administration of Chapter documentation and records. This position will also be responsible for timely and consistent dissemination of information to Chapter membership.

Section 9: **The Vice President of Finance** shall oversee the management of funds for duly authorized purposes of the Hampton Roads Chapter.

Section 10: **The Vice President of Operations** will have overall responsibility for the orchestration of all Chapter and Board events, ensuring that all operational needs are met.

Section 11: **The Vice President of Membership** will be responsible for the Chapter membership and retention plan, initial communications with new members, and ensuring continued growth and viability.

Section 12: **The Vice President of Technology** will oversee all technology-related functions to support PMIHR's mission, vision, and objectives. Key responsibilities will include ensuring robust computer security (email, website Star Chapter and any other pertinent software), providing technical support to volunteers and chapter members and

implementation of technology-related policies and procedures. The Director of Technology Support will report to the VP of Technology. This position is also responsible for maintaining all audio/visual and computer equipment owned by the chapter, as well as, coordinating setup for applicable chapter events.

Section 13: DELETED.

Section 14: **The Vice President of Education** will be responsible for promoting Project Management professionalism through the development of educational seminars, classes, workshops, study groups, and mentoring, designed to help prospective Project Managers achieve and maintain PMI® certifications.

Section 15: **The Vice President of Marketing** will be responsible for raising awareness for upcoming events and benefits of membership targeting both Chapter members and the general public. Additional responsibilities include sponsorship, advertising, social media, general marketing, website design and shaping the messages communicated internally and externally to be consistent with a unified marketing vision. The Director of Company Coordinators will report to the VP of Marketing.

Section 16: **The Vice President of Professional Development** will be responsible for the development and delivery of programs relating to project management for each scheduled Chapter meeting and on an ad hoc basis as requested by the Board. Incorporate feedback, suggestions and recommendations as necessary to enhance effectiveness and value delivered to the audience and chapter regarding the contents of programming. The Military Liaison Director will report to the VP of Professional Development and is responsible for assisting in the Project Management education and transition of military personnel. The Director of Mentorship also reports to the VP of Professional Development and is responsible for overall execution of the mentor program for PMIHR.

Section 17: **The Vice President of Special Projects** will be responsible for short-term and long-term initiatives and projects as assigned by the President. This person will administer Chapter endowments and the annual Professional Development Conference (PDC), Job Fairs, and other events as assigned by the Board. The Director of Local Communities will report to the VP of Special Projects.

Section 18: **The Vice President of Volunteers** is responsible for developing a pool of volunteers from the Chapter membership to fill committees to assist the board members in carrying out their responsibilities and meeting the strategic goals of the Chapter.

Section 19: The Board shall exercise all powers of the Hampton Roads 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 Hampton Roads Chapter business and funds.

Section 20: 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. If the Board has an odd number of members then a quorum is obtained by rounding down to the next whole number (ex: if the board has 11 members then a quorum is reached with 5 members).

Section 21: Each Board member shall be entitled to one (1) vote and may vote in person or in writing if submitted to the President. At its discretion, the Board may conduct its business by teleconference, email, or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

The Board of Directors may vote via email on simple matters, as determined by the President. Some examples of simple matters would include purchases above the President's authority to approve, minor budgetary changes, or promotion of current Director to Vice President after an unplanned vacancy. Email voting shall involve sending an email to each voting board member detailing the proposed action and the email vote will allow a minimum of five working days to allow all board members to respond. Any voting board member can call for a discussion of the board members as desired. Board Members shall reply via email with their vote. The vote carries if a majority of the members approve the matter. The official vote will be recorded in the next month's meeting minutes to capture the official record. To ensure authenticity, voting board members should use their official PMIHR email accounts. The VP of Communications shall maintain records of email votes.

Section 22: The Board may vote to declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI®, or of the Hampton Roads Chapter by reason of non-payment of dues, or where the Officer fails to attend and be excused by the President from two (2) consecutive Board meetings. A Vice President 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 members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board. Additionally, a Vice President may resign by submitting written notice to the President. The President may resign by submitting written notice to the President Elect. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt of the notice.

Section 23: Should the most recent former president be unable or unwilling to serve as Past President then the President may appoint any former president of the Chapter to serve as the Past President, with the approval of the Board.

Section 24: If any Vice President position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. The Board may also call for a special election by the chapter's membership to fill the vacant position. The President will assume or delegate (to another officer) responsibility of all reports/tasks due by the officer of the vacant position until that position is filled.

Section 25: In the event the President is unable or unwilling to complete the current term of office, the President Elect shall assume the duties and office of the presiding officer for the remainder of the term.

Article VI – Chapter Nominations and Elections:

Section 1. The nomination and election of Officers shall be conducted annually in accordance with the requirements contained in these Bylaws. All members in good standing of the Hampton Roads Chapter shall have the right to vote in the election. A member may run for only one Board position at a time. 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. 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 term or until their successors have been elected and qualified.

Section 3. A Nominating Committee consisting of a minimum three Board members shall be assigned and chaired by the Past President and shall prepare a slate containing nominees for all potential candidates and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for the Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during the 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 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. Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no current member of the Nominating Committee may resign from their position on the committee with the intention to run for a Board Candidate position.

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, fundraising or other organized activity on behalf of a candidate shall be permitted. The Chapter Nominating Committee will be the sole distributor(s) of all election materials for Chapter 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 and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of PMIHR. The Hampton Roads Chapter officers can serve on the Hampton Roads Chapter committees, unless it specifically is restricted by the Bylaws.

Section 2. The President will appoint a chairperson from the Board to lead each committee. The chairperson will inform the board of their selection of committee members. Committees are responsible to the chairperson. The Chairperson will be responsible to the board.

Article VIII - Chapter Finances:

Section 1. The fiscal year of the Hampton Roads Chapter shall be from 1 January to 31 December.

Section 2. PMIHR's annual membership dues will be agreed upon between PMI® and the PMIHR's Board of Directors and communicated in accordance with policies and procedures established by PMI®.

Section 3. The Hampton Roads Chapter Board shall establish policies and procedures to govern the management of its finances. The Vice President of Finance shall submit required tax filings to appropriate government authorities.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI®.

Section 5. The President Elect shall lead a board-approved team of at least three other board members, assigned by the President, to complete a financial audit. A third-party may be part of the team if desired and approved by the board. The review shall consist of a review of the processes, bank (and other) accounts, statements, and the current financial system (i.e. Quickbooks, etc). The Vice President of Finance will assist and provide access to information as requested by the auditors. The auditors shall submit a written report of the financial health of the Chapter and its financials process to the President. The findings of the audit shall be reported to the Board no later than 31 December of the current calendar year. The Vice President of Communications will provide the report for review at the next scheduled Board meeting and archive the report”

Section 6. The Board will vote to give the President a Budget Line Item with a specific dollar amount maximum, allowing the President to make expenditures up to that limit without Board approval. However, the President must disclose all expenditures and provide receipts to the Board no later than the subsequent monthly board meeting.

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. 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 or by a majority of the Board; or by petition of ten percent (10%) of the voting membership. Petitions are to be delivered to the Vice President of Communications. Notice of all special meetings shall be sent by the Vice President of Communications to the membership at least 14-days 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 the Hampton Roads Chapter shall be those members in good standing, present and in person.

Section 4. 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 Hampton Roads Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Hampton Roads Chapter, except as otherwise provided in these Bylaws.

Section 2. No officer, appointed committee member or authorized representative of the Hampton Roads Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize reimbursement by the Hampton Roads Chapter of actual and reasonable expenses incurred by an officer, committee member or authorized representative regarding attendance at Board or Chapter meetings, and other approved activities where Chapter business is being conducted by Board members.

Section 3. All officers, appointed committee members and authorized representatives of the Hampton Roads Chapter shall act in an independent manner consistent with their obligations to the Hampton Roads Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 4. All officers, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Hampton Roads 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 a Board member, committee member, or authorized representative of the Hampton Roads Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Hampton Roads 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 Hampton Roads 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 Hampton Roads Chapter, or is or was serving at the request of the Hampton Roads Chapter as a Board member, employee, trustee, agent or representative of another corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust or other enterprise.

Article XII - 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 the PMI Hampton Roads 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 membership addressed to the Board. All such proposed amendments shall be presented by the membership 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 Hampton Roads Chapter's Charter with PMI®.

Section 4. The Bylaws should be revised as necessary for chapter operations. A formal review of the Bylaws, as subsequent revision if needed, at least every three years during the annual election.

Article XIII – Dissolution:

Section 1. In the event that the Hampton Roads 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 revoke the Chapter Charter and require the chapter to seek dissolution.

Section 2. In the event the Hampton Roads Chapter failed to deliver value to its members as outlined in these Bylaws, and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the Chapter Charter and require the chapter to seek dissolution.

Section 3. In the event the Hampton Roads Chapter is considering dissolving, the Board must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's® policy.

Section 4. Should the Hampton Roads Chapter dissolve for any reason, its assets shall be dispersed to an 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, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.