

Bylaws

Adopted: 10 December 2008

Article I – Name, Principal Office; Other Offices.

Section 1. This organization shall be called the Project Management Institute, Central Indiana Chapter (hereinafter “the PMI CIC”). This organization is a Component 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 Indiana. All Components formed within the United States must be incorporated as 501(c) (6) organizations.

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

Section 3. The principal office of the PMI CIC shall be located in Indianapolis, Indiana. The PMI CIC may have other offices such as Branch offices as designated by the PMI CIC Board.

Article II – Relationship to PMI.

Section 1. The PMI CIC 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 PMI CIC 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 PMI CIC’s Charter with PMI[®].

Section 3. The terms of the Charter executed between the PMI CIC 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 PMI CIC shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations PMI CIC.

Section 1. Purpose of the PMI CIC.

- A. General Purpose. THE PMI CIC 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 PMI CIC and PMI[®] and these Bylaws, the purposes of the PMI CIC shall include the following:
 - a) To create a dynamic community that provides opportunities for the advancement of the project management procession.
 - b) To be a strategic partner and premier provider of knowledge and expertise to our membership, organizations, and communities, by building an active participative project management community.
 - c) To serve the project management community.

- d) To provide professional and personal value to members through education, networking, and community.
- e) To envision a future for the project management community.
- f) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others interested and involved in project management.

Section 2. Limitations of the PMI CIC.

- A. General Limitations. The purposes and activities of the PMI CIC shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI CIC Articles of Incorporation.
- B. The membership database and listings provided by PMI® to the PMI CIC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI CIC, 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 PMI CIC 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 – Membership.

Section 1. General Membership Provisions.

- A. Membership in the PMI CIC requires membership in PMI®. The PMI CIC 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 PMI CIC 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 PMI CIC 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 PMI CIC.
- D. Membership in the PMI CIC 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 PMI CIC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMI CIC to PMI® within such one month delinquent period.
- F. Upon termination of membership in the PMI CIC, the member shall forfeit any and all rights and privileges of membership.
- G. Members in good standing with PMI® and PMI CIC shall have voting rights and shall be eligible to hold elected or appointed office in the PMI CIC, subject to the requirements of these bylaws..

Section 2. The PMI CIC shall not create its own membership categories. PMI® Component membership categories shall be consistent with PMI® membership categories.

Article V – PMI CIC Board of Directors.

Section 1. The PMI CIC shall be governed by a Board of Directors (hereinafter known as “the Board”). The Board shall be responsible for carrying out the purposes and objectives of the PMI CIC.

Section 2. The Board shall consist of the (6) voting Directors who shall consist of the individuals then-serving as the PMI CIC Officers. The term of each Director shall correspond with the office for which the Director was elected pursuant to Article V, Section 1.

Section 3. The Board shall exercise all powers of the PMI CIC, 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 PMI CIC business and funds.

Section 4. The Board shall meet at least (4) four times a year at the call of the President, or at the written request of three (3) members of the Board directed to the Secretary. A quorum shall consist of a majority of the Board at any given time. Each member shall be entitled to one (1) vote. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. At any meeting at which a quorum was present when the meeting was convened, the act of the majority of the Board present when a vote is taken shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or as otherwise provided in these bylaws.

Section 5. The Board may declare an Officer/Director position to be vacant where an Officer/Director ceases to be a member in good standing of PMI® or of the PMI CIC by reason of non-payment of dues, or where the Officer/Director fails to attend two (2) consecutive Board meetings or four (4) Board meetings in a twelve (12) month period without prior notification to the Board. An Officer/Director may resign by submitting written notice to the Vice President of Operations/Secretary. 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 6. An Officer/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.

Section 7. If any Officer/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 Vice President shall assume the duties and office for the remainder of the term or until a special election by the membership.

Article VI – Officers.

Section 1. The PMI CIC shall have (6) Officers to serve in the following positions: President, Vice President, Vice-President of Finance/Treasurer, Vice-President of Operations/Secretary, Vice-President of Professional Development, Vice-President of Communications. All Officers/Directors shall be members in good standing of PMI® and the PMI CIC. The term of office for the President and Vice President shall be one (1) year. The term of office for all other Officers shall be two (2) years.

Section 2. The Board shall adopt, and may from time to time revise, a policy establishing any requirements in order for a member to be eligible to serve as a PMI CIC Officer; provided, however, that any such requirements may not conflict with PMI® policies, these bylaws or Indiana law.

Section 3. Duties of Officers.

- (a) The President shall be the chief executive officer for the PMI CIC and of the Board, and shall have general charge of the business affairs and property of the PMI CIC and general supervision over its other officers and agents and 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. The President shall chair all meetings of the members and meetings of the Board and shall perform all duties incident to the office of the President and shall see that all orders and resolutions of the Board are carried into effect. The Board may from time to time confer like powers upon any other person or persons.
- (b) The Vice President shall (a) perform the duties and exercise the powers of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President in the event of his or her death or inability to fulfill this role, and (b) in general perform all of the duties incident to the office of the Vice President and such other duties as, from time to time, may be assigned to him or her by the President or Board.
- (c) The Vice President of Operations/Secretary shall (a) keep the minutes of all meetings and proceedings of the members of the Board, (b) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, (c) have charge of all the corporate books and records except for such financial books and records as are the responsibility of the Vice-President of Finance/Treasurer, (d) have charge of the seal of the PMI CIC, if any, and see that such seal is affixed to all documents the execution of which on behalf of the PMI CIC under its seal is duly authorized, (e) be responsible for expanding PMI[®] reach and the PMI CIC membership base, and in general perform all the duties as, from time to time, may be assigned to him or her by the President or Board.
- (d) The Vice-President of Finance/Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the PMI CIC, and all financial books, records and accounts of the PMI CIC, (b) receive and give receipts for monies due and payable to the PMI CIC from any source whatsoever, and deposit all such monies in the name of the PMI CIC in such banks, trust companies or other depositories as shall be selected by the Board, and (c) in general perform all the duties as, from time to time, may be assigned to him or her by the President or Board. If required by the Board, the Vice-President of Finance/Treasurer shall give a bond for the faithful discharge of his or her duties in such form or with such surety or sureties as the Board shall determine.
- (e) The Vice-President of Professional Development shall (a) develop and conduct the PMI CIC educational programs, activities and materials in accordance with the purposes of the PMI CIC, and (b) in general perform all of the duties incident to the office of the Vice-President of Professional Development and such other duties as, from time to time, may be assigned to him or her by the President or Board.
- (f) The Vice-President of Communications shall (a) ensure the PMI CIC communications are established and executed, (b) facilitate the dissemination of communications initiated by the PMI CIC to targeted audiences, (c) develop and disseminate the PMI CIC newsletter, (d) oversee the development and maintenance of the PMI CIC website, and (e) in general perform all of the duties incident to the office of the Vice-President of Communications and such other duties as, from time to time, may be assigned to him or her by the President or Board.

Section 4. If any office becomes vacant, the Board may appoint a successor to fill the office for the duration of the term.

Section 5. No person shall serve more than two (2) consecutive terms in any given elected office, nor shall any Officer/Director serve on the Board for more than seven (7) consecutive years; provided

however, if there is no individual willing or able to fill an open position on the Board, then that Office/Director may be reelected to the same position for an additional term. The Board shall adopt, and may from time to time revise, a policy establishing any requirements in order for a member to be eligible to serve as a PMI CIC Officer; provided, however, that any such requirements may not conflict with PMI® policies, these bylaws, and Indiana law.

Article VII – NOMINATIONS and Elections.

Section 1. The nomination and election of Officers shall be conducted annually in accordance with the terms of office specified in Article V, Section 1. All voting members in good standing of the PMI CIC 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. Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee shall prepare a slate containing nominees for each Officer position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Officer positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted during 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 VIII – Committees.

Section 1. The Board or a member of the Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board or a member of 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 the organization. The PMI CIC Officers can serve on or be on the PMI CIC Committees, unless it specifically is restricted by the Bylaws.

Section 2. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board.

Article IX – Finance.

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

Section 2. PMI CIC annual membership dues shall be set by the PMI CIC's Board and communicated to

PMI® in accordance with policies and procedures established by PMI®.

Section 3. The PMI CIC Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

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

Article X – Meetings of the Membership.

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

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 45 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. Quorum at all annual and special meetings of the PMI CIC shall be ten percent (10%) of the voting membership in good standing, present and in person.

Section 6. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Article XI - Inurement and Conflict of Interest.

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

Section 2. No Officer, Director, appointed committee member or authorized representative of the PMI CIC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI CIC 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. PMI CIC may engage in contracts or transactions with members, elected Officers of the Board, appointed committee members or authorized representatives of PMI CIC and any corporation, partnership, association or other organization in which one or more of PMI CIC's Officers, Directors, appointed committee members or authorized representatives 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 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 who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to PMI CIC and complies with the laws and regulations of the applicable jurisdiction in which PMI CIC is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

Section 4. All Officers, Directors, appointed committee members and authorized representatives of the PMI CIC shall act in an independent manner consistent with their obligations to the PMI CIC 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 PMI CIC has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Article XII – Indemnification.

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

Article XIII – Amendments.

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the PMI CIC duly called and regularly held. Notice of proposed changes shall be sent in writing to the membership at least forty-five (45) 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 PMI CIC's Charter with PMI.

Article XIV – Dissolution.

Section 1. In the event that the PMI CIC or its governing officers failed to act according to this bylaws and PMI CIC's or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the PMI CIC.

Section 2. In the event the PMI CIC failed to deliver value to its members as outlined in PMI CIC's

business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve the PMI CIC, as per the terms of the Charter.

Section 3. In the event the PMI CIC is considering to dissolve the Chapter, the PMI CIC's members of the Board must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4. Should the PMI CIC 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.