

PMI Dallas Chapter Bylaws

Article I – Name, Principal Office; Other Offices.

Section 1. This organization shall be called the Project Management Institute, Dallas Chapter (hereinafter “PMI Dallas Chapter”). This organization is a chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI®”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of Texas. All Chapters formed within the United States must be incorporated as a 501(c) (6) organization.

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

Section 3. Principal Office; Other Offices.

The principal office of PMI Dallas Chapter shall be located in the metropolitan area of Dallas in the State of Texas.

Article II – Relationship to PMI®.

Section 1. The PMI Dallas Chapter is responsible to the duly elected PMI® Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

Section 2. The Bylaws of the PMI Dallas Chapter may not conflict with the current PMI®’s Bylaws and all policies, procedures, rules or directives established or authorized by the PMI® Board of Directors as well as with the PMI Dallas Chapter’s Charter with PMI®.

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

Article III – Purpose and Limitations of the PMI Dallas Chapter:

Section 1. Purpose of the PMI Dallas 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 PMI Dallas Chapter and PMI® and these Bylaws, the purposes of the PMI Dallas 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 and members.
- d) 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.
- e) Promote and develop educational opportunities for our membership.
- f) Promote PMI® Values to our membership.
- g) Promote the value of project management and professional project managers to the local business community.

Section 2. Limitations of the PMI Dallas Chapter.

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

B. The membership database and listings provided by PMI® to the PMI Dallas Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI Dallas 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 PMI Dallas 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 - PMI Dallas Chapter Membership:

Section 1. General Membership Provisions.

- A. Membership in the PMI Dallas Chapter requires membership in PMI®. The PMI Dallas 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 PMI Dallas 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 Dallas 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 PMI Dallas Chapter.
- D. Membership in the PMI Dallas 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 PMI Dallas Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMI Dallas Chapter to PMI® within such one month delinquent period.
- F. Upon termination of membership in the PMI Dallas Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. Any member of the PMI Dallas Chapter in good standing may vote and hold office.

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

Article V – PMI Dallas Chapter Board of Directors:

Section 1. The PMI Dallas 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 PMI Dallas Chapter shall have eleven officers to serve in the following positions:

- President
- Past President
- Vice President (VP) Applied Project Management
- Vice President (VP) Communications
- Vice President (VP) Education
- Vice President (VP) Finance
- Vice President (VP) Marketing
- Vice President (VP) Membership
- Vice President (VP) Operations & Support
- Vice President (VP) Professional Development
- Vice President (VP) Programs

The Board shall consist of the officers of the PMI Dallas Chapter elected by the membership or appointed per the process identified in Article V Section 18, and shall be members in good

standing of PMI® and of the PMI Dallas Chapter at the time of election or appointment and throughout their term. The officers will serve two-year terms of office, staggered so that five officers are elected each year. The Past President will not be an elected position, but will be filled by the person who most recently served as President. Each officer may only be elected for a maximum of 4 consecutive years in one role, and 8 consecutive years maximum on the Board, excluding appointees and Past President. These term limits are non-retroactive and become effective 1/1/2012.

Section 3. The President shall be the chief executive officer for the PMI Dallas Chapter and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 4. The VP Operations and Support shall keep the records of all business meetings of the PMI Dallas Chapter and meetings of the Board.

Section 5. The VP Finance shall oversee the management of funds for duly authorized purposes of the PMI Dallas Chapter.

Section 6. The VP Applied Project Management shall be responsible for serving as the PMI Dallas Chapter's liaison to other PMI® Chapters, other professional organizations, and non-profit organizations.

Section 7. The VP Communications shall be responsible for producing and distributing all PMI Dallas Chapter communications, regardless of medium, to members, potential members, and external sources in support of general communication efforts and as needed to support the communication requirements of the PMI Dallas Chapter.

Section 8. The VP Education is responsible for developing PMI Dallas Chapter educational programs, including PMI® certification preparation, developing relationships with educational institutions, and identifying other educational opportunities leading to a PMI® certification in accordance with the purposes of the PMI Dallas Chapter.

Section 9. The VP Marketing shall be responsible for developing PMI Dallas Chapter marketing, corporate relations, and promotion programs in accordance with the purposes of the PMI Dallas Chapter.

Section 10. The VP Membership shall have direct responsibility for general membership issues in accordance with the purposes of the PMI Dallas Chapter.

Section 11. The VP Professional Development is responsible for establishing PMI Dallas Chapter professional development programs in accordance with the purposes of the PMI Dallas Chapter.

Section 12. The VP Programs is responsible for planning and supervising preparation for PMI

Dallas Chapter meetings and any special events approved by the Chapter Board of Directors in accordance with the purposes of the PMI Dallas Chapter.

Section 13. The Past President shall have full voting rights on the Chapter Board of Directors.

Section 14. The Board shall exercise all powers of the PMI Dallas 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 PMI Dallas Chapter business and funds.

Section 15. 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. At its discretion, the Board may conduct its business by teleconference, or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 16. The Board of Directors shall declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI® or of the PMI Dallas Chapter by reason of non-payment of dues, or where the officer fails meet the responsibilities of their office. An officer may resign by submitting written notice to the Board. 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 17. An officer 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 18. If any officer position becomes vacant, the President, with Board approval, 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 Past President shall assume the duties and office of the presiding officer for the remainder of the term, or until a replacement is found as per the policy document. In the event the Past President is unable or unwilling to complete the current term of office, the Past President position will remain vacant for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

Article VI – PMI Dallas 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, including Article IV, Section 1 and Article V, Section 2 and this article. All voting members in good standing of the PMI Dallas Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. 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 unless they resign their office or until they are no longer qualified to hold office. Board members who are appointed to the Board shall take office immediately following their appointment as outlined in Article V Section 18 of these bylaws and will hold office for the remainder of the regular term of office.

Section 3. 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 may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during an 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 with a method or procedure deemed appropriate 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 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 – PMI Dallas 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 the organization. The Dallas Chapter officers and/or Directors can serve on Dallas Chapter 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 Board member responsible for that committee with the approval of the Board.

Article VIII – PMI Dallas Chapter Finance:

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

Section 2. The PMI Dallas Chapter annual membership dues shall be set by the PMI Dallas Chapter Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3. The PMI Dallas 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®.

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 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 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. Notice of all special meetings shall be sent by the Board to membership in a reasonable amount of time in advance of the meeting so as 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. Quorum at all annual and special meetings of the PMI Dallas Chapter shall be those members in good standing, present 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 PMI Dallas Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI Dallas Chapter, except as otherwise provided in these Bylaws.

Section 2. No officer, director, appointed committee member, or authorized representative of the PMI Dallas Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI Dallas 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. The PMI Dallas Chapter may engage in contracts or transactions with members, or authorized representatives of the PMI Dallas Chapter and any corporation, partnership, association or other organization in which one or more of PMI Dallas 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 of Directors in good faith authorizes the contract or transaction by a majority vote of the Board of Directors who do not have an interest in the transaction or contract;
- C. The contract or transaction is fair to the PMI Dallas Chapter and complies with the laws and regulations of the applicable jurisdiction in which the PMI Dallas 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 PMI Dallas Chapter shall act in an independent manner consistent with their obligations to the PMI Dallas Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMI Dallas 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 PMI Dallas Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI Dallas 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 PMI Dallas 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 PMI Dallas Chapter, or is or was serving at the request of the PMI Dallas 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 two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot; or by a two-thirds (2/3) vote of the membership present and voting at an annual or special meeting of the PMI Dallas Chapter 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 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 Dallas Chapter's Charter with PMI®.

Article XIII – Dissolution:

Section 1. In the event that the PMI Dallas 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 PMI Dallas Chapter Charter and require the chapter to seek dissolution.

Section 2. In the event the PMI Dallas Chapter failed to deliver value to its members as outlined in PMI Dallas Chapter's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the PMI Dallas Chapter Charter and require the chapter to seek dissolution.

Section 3. In the event the PMI Dallas Chapter is considering dissolving, the PMI Dallas Chapter's members of the Board of Directors must notify PMI® in writing and follow the chapter dissolution procedure as defined in PMI®'s policy.

Section 4. Should the PMI Dallas Chapter dissolve for any reason, its assets shall be dispersed to a not for profit project management related 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.