

PMI West Virginia/Ohio Valley Chapter

Chapter Board of Director and PMI Approved: 2016 Member

Approved: 2016

Original Charter Date: August 2003

Article I –Name, Principal Office; Other Offices:

Section 1

Project Management Institute West Virginia/Ohio Valley Chapter, Inc.

- This organization shall be called the Project Management Institute West Virginia/Ohio Valley Chapter (hereinafter “PMI WV/OV”).
- This organization is a West Virginia/Ohio Valley Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, tax exempt 501(c)(6) corporation organized under the laws of West Virginia.

Section 2

PMI WV/OV shall meet all legal requirements in the jurisdiction(s) in which PMI WV/OV conducts business or is incorporated/registered.

Section 3

Principal Office; Other Offices

The principal offices of PMI WV/OV include the cities of Bridgeport, Charleston and Fairmont in the State of West Virginia in the United States of America. The mailing address for the chapter is P.O. Box 225, Bridgeport, WV 26330. The primary area of operation of the chapter is not limited to Bridgeport, Charleston and Fairmont, West Virginia and their proximate cities and counties. PMI WV/OV may have other offices such as Branch offices as designated by the PMI WV/OV Board of Directors.

Article II – Relationship to PMI:

Section 1

PMI WV/OV 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 PMI WV/OV 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 PMI WV/OV’s Charter with PMI.

Section 3

The terms of the Charter executed between PMI WV/OV 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, PMI WV/OV shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of PMI WV/OV:

Section 1

Purpose of PMI WV/OV

General Purpose

PMI WV/OV has been founded as a non-profit, tax-exempt corporation chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscientious and proactive manner.

Specific Purposes

Consistent with the terms of the Charter executed between PMI WV/OV and PMI and these Bylaws, the purposes of PMI WV/OV shall include the following:

1. Vision—to be the premier professional project management organization for business, civic, government, and education communities in West Virginia/Ohio Valley.
2. Mission—To serve the professional interests of chapter members by enhancing expertise through project management education and training, supporting PMI certifications, and promoting association with other project management professionals.
3. Objectives—PMI WV/OV objectives supplement the purposes of PMI as set forth in PMI's bylaws. PMI WV/OV's objectives are to:
 - a) Contribute to the quality and scope of project management.
 - b) Provide a forum for discussion and examination of problems, solutions, applications, and ideas related to Project Management.
 - c) Foster communication between public and private sectors regarding Project Management.
 - d) Disseminate information regarding developments in Project Management within the Chapter's primary area of operation.
 - e) Advance the PMI mission and objectives within the West Virginia/Ohio Valley area.
 - f) Develop a growing and committed membership of local Project Management Professionals through an on-going recruiting plan.
 - g) Promote Professional Project Management principles, processes, and techniques with local businesses, governments, universities, professional associations, and non-profit charities.
 - h) Identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

- i) Support and enhance Project Management Professionalism by developing and providing quality programs based on the needs of local Project Manager, Leaders, and Participants.

Education

Offer educational programs that strengthen local Project Managers', Leaders', and Participants' skills and supports the PMI Certification Program.

Section 2

Limitations of PMI WV/OV

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

Section 1

General Membership Provisions

- A. Membership in PMI WV/OV requires membership in PMI®. PMI WV/OV shall not accept as members any individuals who have not been accepted as PMI® members.
- B. Membership in this organization is voluntary and shall be open to 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, gender, marital status, national origin, religion, or physical or mental disability.
- C. Members shall be governed by and abide by the PMI bylaws and PMI WV/OV's bylaws and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI Code of Conduct.
- D. 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 by PMI or PMI WV/OV, PMI WV/OV shall not refund membership dues unless so approved by PMI.
- E. Membership in PMI WV/OV shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- F. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of PMI WV/OV. A delinquent

member may be reinstated by payment in full of all unpaid dues for PMI and PMI WV/OV to PMI within such one month delinquent period.

- G. Upon termination of membership in PMI WV/OV, the member shall forfeit any and all rights and privileges of membership.
- H. All PMI WV/OV members including student members are eligible to vote and hold office.
- I. The membership database and listings provided by PMI to PMI WV/OV may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMI WV/OV, consistent with PMI policies.

Section 2

Classes and Categories of Members

PMI WV/OV shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories .

Article V – PMI WV/OV Board of Directors:

Section 1

PMI WV/OV 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 PMI WV/OV elected by the membership and shall be members in good standing of PMI and of PMI WV/OV. PMI WV/OV will have five (5) officers to serve in the following positions:

- President
- Immediate Past President
- President-Elect
- Vice President of Finance
- Vice President of Communications/Secretary

The terms of office for the President, Immediate Past President, and President-elect positions shall be two years in length. The terms of office for Vice Presidents shall be two years in length. . The election of these positions shall be staggered so that no more than half of the Vice Presidents are elected each year.

Section 3

The President shall be the chief executive officer for PMI WV/OV 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 participate and vote on all committees except the Nominating Committee.

Section 4

The Vice President of Finance shall oversee the finances and management of funds for duly authorized purposes of the Chapter.

Section 5

The Vice President of Communications/Secretary shall be responsible for all matters related to publication of the Chapter newsletter, the Chapter's website, and keeping the records of all business meetings of the Chapter and meetings of the Board.

Section 6

The Immediate Past President shall be responsible for the Nominating Committee and for conducting the annual election of officers.

Section 7

The President-Elect shall assist the President in all matters for the Chapter, shall assume the responsibilities of the President in the event of the President's inability to carry out his/her duties, and shall normally be expected to succeed the President subject to the nomination and election process defined herein.

Section 8

The Board shall consist of the five (5) officers of PMI WV/OV Chapter and four (4) Directors at Large elected by the membership. All Directors at Large shall be members in good standing of PMI and of PMI WV/OV Chapter. Terms of office for the Directors at Large shall be 2 years, staggered so that 2 Directors At Large are elected each year. No director or officer may serve more than 2 consecutive terms in the same position and no more than 8 consecutive years or terms on the Board in general. If there is no individual willing or able to fulfill an open Officer or Board position due to this limit, that expiring officer or director may be re-elected for an additional term by majority vote.

Section 9

The Board shall exercise all powers of PMI WV/OV, 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 WV/OV business and funds.

Section 10

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 11

The Board of Directors may declare an officer or Directors at Large position to be vacant when an officer ceases to be a member in good standing of PMI or of PMI WV/OV by reason of non-payment of dues, or where the officer fails to attend three (3) consecutive Board meetings. An officer may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 12

An officer or Directors 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 or on a conference line at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 13

If any officer or Directors at Large 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 assume the duties and office of the presiding officer for the remainder of the term.

Article VI – PMI WV/OV 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 this Article VI. All voting members in good standing of PMI WV/OV 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 qualified and elected.

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 may be conducted during the annual meeting of the membership; or by electronic vote in compliance with the legal jurisdiction. Votes by electronic vote shall be returned within fourteen (14) days of the date by which members can reasonably be presumed to have received the ballot. 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. In the event that no other candidates step forward to fulfill a position in which an officer has served to the extent of the term limits, a board appointment or special vote by the chapter members can be cast to extend the term of that officer for one additional year while the chapter attempts to recruit a new volunteer for that position.

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.

Section 6

Elections shall be completed annually during the month of November.

Section 7

The Nominating Committee will be composed of the Immediate Past President, any Officer or Board Member that is not up for re-election, or Board appointed designees and in accordance with Article V, Section 3.

Article VII – PMI WV/OV 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 and will have a Board member assigned as a liaison. Committee members shall be appointed from the membership of the organization. PMI WV/OV officers can serve on PMI WV/OV 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 VIII – PMI WV/OV Finance:

Section 1

The fiscal year of PMI WV/OV shall be from 1 January to 31 December.

Section 2

PMI WV/OV annual membership dues shall be set by PMI WV/OV'S Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3

PMI WV/OV 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.

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 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

Quorum at all annual and special meetings of PMI WV/OV shall be those members in good standing, present and in person, or five percent (5%) of the voting membership in good standing, present and in person.

Section 6

All meetings shall be conducted according to Roberts Rules of Order.

Article X - Inurement and Conflict of Interest:

Section 1

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

Section 2

No officer, director, appointed committee member or authorized representative of PMI WV/OV shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by PMI WV/OV 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 WV/OV may engage in contracts or transactions with members, elected officers or directors of the

Board, appointed committee members or authorized representatives of PMI WV/OV and any corporation, partnership, association or other organization in which one or more of PMI WV/OV'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; and
- C. The contract or transaction is fair to PMI WV/OV and complies with the laws and regulations of the applicable jurisdiction in which PMI WV/OV is incorporated or registered at the time the contract or transaction is authorized, approved by a member of the board of directors.

Section 4

All officers, directors, appointed committee members and authorized representatives of PMI WV/OV shall act in an independent manner consistent with their obligations to PMI WV/OV 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 PMI WV/OV 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 PMI WV/OV, acting in good faith and in a manner reasonably believed to be in the best interests of PMI WV/OV, 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, PMI WV/OV 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 PMI WV/OV, or is or was serving at the request of PMI WV/OV 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, present at an annual meeting of PMI WV/OV 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 PMI WV/OV's Charter with PMI.

Article XIII – Dissolution:

Section 1

In the event that the PMI WV/OV 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 WV/OV Charter and require the chapter to seek dissolution.

Section 2

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

Section 3

In the event PMI WV/OV is considering dissolving, PMI WV/OV'S members of the Board of Director must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy.

Section 4

Should PMI WV/OV 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.

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.