

## **Pikes Peak Regional Chapter Bylaws**

### **Article I – Name, Principal Office and Relationship to PMI.**

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

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

Section 3. The principal office of the PPRC shall be located in Colorado Springs, in the State of Colorado, of the United States of America. The PPRC may have other offices such as Branch offices as designated by the PPRC Board of Directors.

### **Article II – Relationship to PMI.**

Section 1. The PPRC is responsible to the duly elected PMI<sup>®</sup> Board of Directors and is subject to all PMI<sup>®</sup> policies, procedures, rules and directives lawfully adopted.

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

Section 3. The terms of the Charter executed between the PPRC and PMI<sup>®</sup>, 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 PPRC shall be governed by and adhere to the terms of the Charter.

### **Article III – Purpose and Limitations of the PPRC.**

Section 1. Purpose of the PPRC.

- A. General Purpose. The PPRC has been founded as non-profit, tax exempt corporation chartered by PMI<sup>®</sup>, 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 PPRC and PMI and these Bylaws, the purposes of the PPRC shall include the following:
  - a) Provide a forum for the exchange of project management issues, problems, solutions, and applications.
  - b) Promote the advantages of a professional approach to project management.
  - c) Provide meetings, seminars, and workshops to accomplish these objectives.
  - d) Educate our community.
  - e) Provide value for PPRC membership.

## Section 2. Limitations of the PPRC.

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

### Section 1. General Membership Provisions.

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

### Section 2. Classes and Categories of Members. The PPRC shall not create its own membership

categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

## **Article V – PPRC Board of Directors.**

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

Section 2. The Board shall consist of the officers of the PPRC elected by the membership and shall be members in good standing of PMI and of the PPRC. Terms of office for the Officers shall be two (2) years and limited to two (2) consecutive terms, staggered so that approximately fifty percent (50%) of positions available for election are elected each year. Any mid-term appointment or special election is not considered part of the two (2) term limit clause. The PPRC Board will consist of the following positions: President, Vice President – Communications, Vice President – Finance, Vice President – Membership, Vice President – Programs, Vice President - Marketing, and Vice President - Education. In addition, the PPRC shall have a Trustee who will be the immediate past PPRC President. All officers may establish such standing committees as are necessary to accomplish their duties.

Section 3. The President shall be the chief executive officer for the PPRC 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. The President is the primary PPRC liaison to PMI, directs PPRC activities, represents PPRC as required, and communicates information of importance to the PPRC membership and to PMI. The President prepares a strategic plan for each calendar year, presides at PPRC meetings, and completes the PPRC annual charter renewal. The President shall have previously served on the Board in either an elected (VP) or appointed (Director) position and possess a current Project Management Professional (PMP) certification. If a candidate does not possess the PMP credential, they may substitute an qualified, alternate Project Management Institute credential. Any of the Project Management Institute credentials with the exception of the “Certified Associated in Project Management” (CAPM) are qualified replacement credentials. In the event a candidate is not found under these constraints, the position will be open to nominees from the PPRC membership.

Section 4. The Vice President - Communications shall keep the records of all business meetings of the PPRC and meetings of the Board. The Vice President - Communications shall be responsible for PPRC meeting announcements, PPRC event announcements, and the PPRC website. The Vice President - Communications forwards announcements to the media as directed by the Board. The Vice President of Communications shall present to the chapter board a quarterly report of on-going and planned activities regarding communications.

Section 5. The Vice President - Finance shall oversee the management of funds for duly authorized purposes of the PPRC. The Vice President - Finance will secure and file records for expenditures, prepare an annual budget, prepare an annual financial report, and prepare financial reports of PPRC activities as directed by the Board. The Vice President - Finance assists the President in the preparation of the annual PPRC charter renewal. The Vice President - Finance manages the PPRC banking accounts and ensures the timely filing of required IRS forms. The Vice President of Finance

shall present to the chapter board a quarterly report of on-going and planned activities regarding Finance.

Section 6. The Vice President - Membership shall be responsible for membership issues. The Vice President - Membership develops programs for the recruitment of new members to PMI and PPRC. The Vice President - Membership conducts registration for the PPRC monthly meetings. The Vice President of Membership shall present to the chapter board a quarterly report of on-going and planned membership activities.

Section 7. The Vice President - Programs is responsible for planning, scheduling, arranging, and supervising the performance of each monthly PPRC meeting, which includes the pre-meeting workshop ( if applicable) and main meeting presentation. The Vice President - Programs shall obtain information on future speakers to be incorporated in monthly meeting announcements sent out by the Vice President - Communications. The Vice President - Programs shall be the signatory of the PPRC meeting venue contract, subsequent to Board approval of the contract. The Vice President of Programs shall present to the chapter board a quarterly report of on-going and planned Programming activities.

Section 8. The Vice President - Education must possess a current PMP certification. If a candidate does not possess the PMP credential, they may substitute an qualified, alternate Project Management Institute credential. Any of the Project Management Institute credentials with the exception of the "Certified Associated in Project Management" (CAPM) are qualified replacement credentials. In the event a candidate is not found under this constraint, the position will be open to nominees from the PPRC membership. The Vice President - Education is responsible for professional educational programs and the PPRC Education Plan. The Vice President - Education interfaces with PMI on all matters concerning PMP certification. The Vice President - Education interfaces with local universities and colleges to establish relationships deemed by the Board to be beneficial to the PPRC. The Vice President of Education shall be responsible for the development and implementation of a strategic plan for all seminars and workshops hosted, co-hosted, or sponsored by the PPRC. The Vice President – Education shall plan, schedule, budget, and arrange the above seminars and workshops. The Vice President - Education may be responsible for additional programs as assigned by the Board. The Vice President Education shall present to the chapter board a quarterly report of on-going and planned education activities.

Section 9. The Vice President - Marketing-is responsible for creating and implementing a PPRC marketing and branding plan using inputs from the rest of the board. The key objective of the marketing team is to communicate the PPRC message of project, program, and portfolio management value to the Southern Colorado area, corporate, military, and educational communities. Vice President of Marketing shall present the annual marketing plan to the board for approval. The Vice President of Marketing shall present to the chapter board a quarterly report of on-going and planned marketing activities.

Section 10. The Trustee shall be the immediate past President of the PPRC. If the immediate past

President is not available, the current President will attempt to recruit another past PPRC President to be the Trustee. If no past PPRC President is found for the position, then the PPRC shall operate without a Trustee. The Trustee shall serve as an advisor to the Board, but will have no vote on the Board. The Trustee shall maintain current and historical versions of the PPRC Bylaws. The Trustee shall provide for an annual financial audit. The Trustee shall chair the Nominating Committee.

Section 11. The Board shall exercise all powers of the PPRC, 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 PPRC business and funds.

Section 12. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. The Board shall meet at least four times a year. A quorum shall consist of no less than one-half of the voting membership of the Board at any given time (currently the quorum is four). Each member shall be entitled to one (1) vote (except the Trustee, who shall not have a vote on the Board), 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 13. 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 PPRC by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings. An officer may resign by submitting written notice to the President. The President may resign by submitting written notice to the full 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 14: 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 15: If any officer 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 VP of Education shall assume the duties and office of the presiding officer for the remainder of the term.

## **Article VI – 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. All voting members in good standing of the PPRC 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 Board position and shall determine the eligibility and willingness of each nominee to stand for election. The Nominating Committee shall be chaired by the Trustee. If the Trustee position is vacant, then the chair of the nominating committee shall be selected by the Board. Candidates for Board 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 in October. Should circumstances prevent the conducting of the annual meeting in the October time frame, the Nominating Committee may pursue and implement an alternative method and timeline for conducting the election. Alternative methods for conducting the election may include, but are not limited to mail-in ballots via the US Postal Service, electronic voting tools such as SurveyMonkey and VOTENet. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee.

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 – 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 PPRC officers and/or Directors can serve on be on the PPRC 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, or respective Board member, with the approval of the Board. Committee members may be appointed from the membership of the organization.

## **Article VIII – Finance.**

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

Section 2. Annual PPRC membership dues shall be set by the Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The PPRC 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.

Section 5. Only the Board or a majority of the membership present at a PPRC meeting shall have the authority to incur a financial obligation to the PPRC. To help facilitate PPRC operations, the President shall have the authority to incur an obligation if it is less than or equal to \$300 and will report the expenditure at the next board meeting.

#### **Article IX – Meetings of the Membership.**

Section 1. An annual meeting of the membership shall be held in October of each year. PPRC will conduct a minimum of 7 chapter meetings per calendar year, including the annual meeting to be held in October. 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 and special 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. The quorum at all annual and special meetings of the PPRC shall be 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 X – [TO BE USED BY CHAPTERS WITH BRANCHES ONLY].**

#### **Article XI – Inurement and Conflict of Interest.**

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

Section 2. No officer, director, appointed committee member or authorized representative of the PPRC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PPRC 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. PPRC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PPRC and any corporation, partnership, association or other organization in which one or more of PPRC's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction;
- B. the board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to PPRC and complies with the laws and regulations of the applicable jurisdiction in which PPRC 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 PPRC shall act in an independent manner consistent with their obligations to the PPRC 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 PPRC 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 PPRC, acting in good faith and in a manner reasonably believed to be in the best interests of the PPRC, 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 PPRC 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 PPRC, or is or was serving at the request of the PPRC 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 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 a meeting of the PPRC 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 forty-five (45) 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 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 PPRC's Charter with PMI.

### **Article XIV – Dissolution.**

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

Section 2. In the event the PPRC failed to deliver value to its members as outlined in PPRC's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to dissolve the PPRC, as per the terms of the Charter.

Section 3. In the event the PPRC is considering dissolving the PPRC, the PPRC'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 the PPRC 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.