Pikes Peak Regional, Colorado Chapter Bylaws

Article I – Name, Principal Office; Other Offices.

Section 1. This organization shall be called the Project Management Institute, Pikes Peak Regional, Colorado Chapter (hereinafter "the PPRC"). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter "PMI®") and separately incorporated as a non-profit, tax exempt corporation 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 in 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® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

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

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

Article III – Purpose and Limitations of the PMI Pikes Peak Regional, Colorado Chapter.

Section 1. Purpose of the **PMI Pikes Peak Regional, Colorado Chapter**.

A. General Purpose. THE PPRC 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 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) 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.
b) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
c) To provide educational opportunities for our community and members, such as meetings, seminars, and workshops, to accomplish these objectives.
d) To foster professionalism in the management of projects.
e) To contribute to the quality and scope of project management.
f) To provide member value for the PPRC chapter membership.
g) To stimulate appropriate global application of project management for the benefit of the general public.

Section 2. Limitations of the **PMI Pikes Peak Regional, Colorado Chapter**.

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 the 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 laws 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 PPRC, and shall perform their duties in accordance with the PPRC's governing documents; its Charter Agreement; PMI®'s Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV – PMI Pikes Peak Regional, Colorado Chapter 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 the 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 (1) 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 the PPRC in good standing can vote and hold office.

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

Article V – PMI Pikes Peak Regional, Colorado Chapter 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.

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, limited to two (2) consecutive terms in the same position (four (4) consecutive years) and no more than four (4) consecutive terms (eight (8) consecutive years) on the Board in general. Elected board roles are staggered so there are no more than four (4) open roles in any one election cycle; and where the President and VP of Finance roles alternate election cycles.

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 participate and vote on all committees except the Nominating Committee. The President shall keep the records of all business meetings of the PPRC and meetings of the Board.

Section 4. The Vice President of Communications is responsible for managing and coordinating communication channels in accordance with policies and bylaws.

Section 5. The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the PPRC and is responsible for finance, i.e. maintaining and presenting all financial records required for chapter operations in accordance with chapter policies and bylaws.

Section 6. The Vice President of Membership is responsible for addressing the need of chapter membership, including membership recruitment, retention, and associated value delivery in accordance with chapter policies.

Section 7. The Vice President of Operations is responsible for planning, scheduling, arranging, and supervising chapter events in accordance with chapter policies.

Section 8. The Vice President of Professional Development is responsible for professional development, educational programs, and chapter events in accordance with chapter policies and bylaws.

Section 9. The Vice President of Marketing is responsible for chapter-based marketing and a public relations program to increase awareness of both the chapter and PMI® brand within the territory.

Section 10. The Vice President of Volunteers is responsible for addressing the needs of the volunteers, including recruitment, retention, recognition, and leadership development training.

Section 11. The Past President is an honorary non-voting role and shall be responsible for providing guidance to the Chapter leadership. The Past President shall serve as an advocate for the PMI PPRC Chapter to PMI®, other PMI® Chapters, and the PM Community.

Section 12. 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 the PPRC business and funds.

Section 13. 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 meeting in person, teleconference, facsimile, email, or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 14. The Board of Directors may declare an officer or Director at Large 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. 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 15: 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 16: 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 Past President or a VP approved by the board shall assume the duties and office of the presiding officer for the remainder of the term. The Board may decide to call for a special election by the chapter's membership to fill the vacant position.

Article VI – PMI Pikes Peak Regional, Colorado Chapter Nominations and Elections:

Section 1. The nomination and election of officers and directors 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 VI. All 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. 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 the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5: In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or the PPRC may be used to support the election of any candidate or group of candidates for PMI®, the PPRC 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 PPRC Nominating Committee, or other applicable body designated by the PPRC, will be the sole distributor(s) of all election materials for the PPRC elected positions.

Article VII – PMI Pikes Peak Regional, Colorado 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 PPRC officers and/or Directors can serve 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 with the approval of the Board.

Article VIII – PMI Pikes Peak Regional, Colorado Chapter Finance:

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

Section 2. The PPRC annual membership dues shall be set by the PPRC's 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®.

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 thirty (30) days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 2. Special meetings of the membership may be called by the President; 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 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 PPRC shall be those members in good standing, present and in person.

Section 4. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Article X - Inurement and Conflict of Interest:

Section 1. No member of the 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. The PPRC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the PPRC and any corporation, partnership, association or other organization in which one or more of the 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 the PPRC and complies with the laws and regulations of the applicable jurisdiction in which the 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 XI - 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 XII- Amendments:

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the membership in good standing voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PPRC duly called and regularly held; or by a two-thirds (2/3) vote of the 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 PPRC's Charter with PMI®.

Article XIII – Dissolution:

Section 1. In the event that the PPRC 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 PPRC Charter and require the chapter to seek dissolution.

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 PPRC acknowledges that PMI® has a right to revoke the PPRC Charter and require the PPRC to seek dissolution.

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

Section 4. Should the PPRC dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5. Unless superseded by law, dissolution of the PPRC entity must be approved by a majority of the members voting on the motion to dissolve.