

Project Management Institute Metropolitan St. Louis Chapter

Bylaws Approved: March 23, 2023

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Metropolitan Saint Louis Chapter (hereinafter “PMIMSL”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of the state of Missouri in the United States of America. ALL Chapters formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. Principal Office; Other Offices.

The principal office of the PMIMSL shall be located in metropolitan St. Louis area in the state of Missouri.

Article II – Relationship to PMI.

Section 1. PMIMSL 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 PMIMSL may not conflict with the current PMI’s Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the PMIMSL’s Charter with PMI.

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

Article III – Purpose and Limitations of the PMIMSL

Section 1. Purpose of the PMIMSL

- A. General Purpose. THE PMIMSL 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 PMISML and PMI and these Bylaws, the purposes of the PMIMSL 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 the general public.
 - 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) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
 - f) To provide dedicated leadership and a supporting organizational structure to advance and expand the project management profession within the Metropolitan St. Louis Area.

- g) To provide direction and guidance for the development and dissemination of technical, managerial and educational material and high-quality programs which support the needs of its corporate, government and academic membership.
- h) To build a strong enduring membership base of project management professionals by providing value-added services, professional programs, and active information interchange.
- i) To advance the mission and objectives of the Project Management Institute within the Metropolitan St. Louis area.

Section 2. Limitations of the PMIMSL.

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

Section 1. General Membership Provisions.

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

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

Article V – PMIMSL Board of Directors:

Section 1. The PMIMSL 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 PMIMSL elected by the membership and shall be members in good standing of PMI and of PMIMSL.

PMIMSL shall have ten (10) elected Officers: President, President-Elect or Past President, Vice President Administration & Governance (Corporate Secretary), Vice President Communication; Vice President Outreach; Vice President Finance (Corporate Treasurer); Vice President Membership, Vice President Volunteers, Vice President Programs, and Vice President Professional Development. The officers, except President-Elect or Past President, will serve two-year terms of office.

The President-Elect, President, and Past President will be filled sequentially by one individual over a four-year term. However, only the two active years as President will be calculated toward the board term limit. The individual will be elected to serve as President-Elect for an even-numbered year. At the end of this first year, the President-Elect will become the President and the previous President will become the Past President. At the end of the second year, the Past President will be vacated, the President will remain, and a new President-Elect will be elected. The Past President will be filled during odd-numbered years and vacant during even-numbered years.

Directors shall be appointed by the President and approved by a two-thirds (2/3) majority vote of the Vice Presidents and shall be members in good standing of PMI and PMIMSL. They will support the Vice Presidents by managing committees and are non-voting members of the board of directors.

Terms of office for the Officers shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than four (4) consecutive terms on the Board in general. These positions are staggered so that five (5) are elected each year.

Officers and Directors may serve no more than eight (8) years combined on the board. However, there are two exceptions. (1) If an Officer or Director has less than 8 combined years on the board, they may still apply and serve the full term of the position assigned. (2) If a position has been vacant for more than a reasonable period of time with no active interest from chapter membership to fill that position, the board can appoint a candidate to serve the remainder of the term for the vacant position.

Section 3. The President shall be the chief executive officer for the PMIMSL 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 have prior PMIMSL board experience.

Section 4. The VP of Administration & Governance shall keep the records of all business meetings of the PMIMSL and meetings of the Board. The VP of Administration & Governance is also responsible for maintaining the annual reports, award applications, and other chapter documents, and addressing policy and governance issues by ensuring enforcement of chapter policies and bylaws.

Section 5. The VP of Finance is responsible to serve as the Treasurer for the chapter and shall oversee the management of funds for duly authorized purposes of the PMIMSL.

Section 6: The President-Elect or Past President shall serve as assistant to the President, as directed by the President and consistent with the purposes of the chapter and these bylaws. If the President is unable to serve, the President-Elect or Past President will take over the remainder of the President's term.

Section 7: The VP of Membership is responsible for addressing the needs of the chapter membership, including service delivery, recruiting, and retaining members in accordance with chapter policies and bylaws.

Section 8: The VP of Volunteers is responsible for addressing the needs of the volunteers; including recruitment, retention, recognition, and leadership development training, and support the Board in accordance with the chapter's strategic plan, policies, and bylaws.

Section 9: The VP of Communication is responsible for all communication to membership and ownership of all electronic media channels for PMIMSL, keeping in sync with Marketing strategies for improving PMI and PMIMSL's brand in the community.

Section 11: The VP of Outreach is responsible for maintaining and improving the chapter's relations with local corporate, academic, other professional entities and the community.

Section 12: The VP of Professional Development is responsible for the development of professional programs which typically are a minimum of 4 hours in duration. A PMI credential is preferred for this position.

Section 13: The VP of Programs leads a group of volunteers who manage the monthly chapter dinner meetings (including pre-meeting presentations) and alternate venue meetings (including breakfast and lunch meetings, networking events, and other chapter special events). Events managed are less than 4 hours in duration. A PMI credential is preferred for this position.

Section 14. The Board shall exercise all powers of the PMIMSL, 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 PMIMSL 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 and may take part and vote in person or via teleconference. 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. The President (or President-Elect/Past President if the President is absent) shall break ties on board votes.

Section 16: The Board of Directors may declare a Vice President position to be vacant where:

- (i) The Vice President ceases to be a member in good standing of PMI or PMIMSL by reason of non-payment of dues, OR
- (ii) The Vice President fails to attend two (2) consecutive Board meetings without notification to the President, OR
- (iii) The Vice President neglects to complete duties for two (2) consecutive months, OR
- (iv) The Vice President fails to report back to President with any updates from their respective area for two (2) consecutive months.
- (v) The Vice President fails to attend the two (2) full-day Board meetings in a 12-month period.

The Board of Directors may declare a Director position to be vacant where:

- (i) The Director ceases to be a member in good standing of PMI or PMIMSL by reason of non-payment of dues, OR
- (ii) The Director fails to attend the two (2) full-day Board meetings in a 12-month period.

A Vice President may resign by submitting written notice or email to the President, and a Director may resign by submitting written notice or email to the Vice President or the President, who shall deliver the

said notice to the Board at its next Board meeting. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board. When a VP or Director resigns prior to completion of their term the full calendar of their resignation would be counted toward the term limit restriction.

Section 17: An officer or Director 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 at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 18: If any Vice President or Director position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. Appointment of such interim Vice President or Director must be ratified by a two-thirds (2/3) majority vote of the Board. Until the time an interim Director or Vice President is appointed, the Vice President or President shall assume the duties of the respective committee.

In the event the President is unable or unwilling to complete the current term of office, the President-Elect or Past President shall assume the duties and office of the President for the remainder of the term, and immediately seek a qualified individual for appointment to the vacated position of President-Elect or Past President, with Board approval. In the event the President-Elect or Past President is unable or unwilling to complete the current term of office, the President shall assume their duties for the remainder of the current term and immediately seek a qualified individual for appointment to the position of President-Elect or Past President, with Board approval. In the event neither the President, the President-Elect, nor the Past President are able or willing to complete the current term of office as President, the Board may call for a special election by the chapter's membership to fill the vacant position.

Article VI – PMIMSL 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 voting members in good standing of the PMIMSL 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, sexual orientation, 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 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 – PMIMSL 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 PMIMSL officers and/or Directors can serve on the PMIMSL 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 - PMIMSL Finance:

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

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

Section 3. The PMIMSL 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 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 PMIMSL membership in a reasonable amount of time in advance of the special meeting to allow PMIMSL members the opportunity to 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 3. Quorum at all annual and special meetings of the PMIMSL 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 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 PMIMSL shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMIMSL, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the

PMIMSL shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMIMSL 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. PMIMSL may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMIMSL and any corporation, partnership, association or other organization in which one or more of PMIMSL'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 PMIMSL and complies with the laws and regulations of the applicable jurisdiction in which PMIMSL 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 PMIMSL shall act in an independent manner consistent with their obligations to the PMIMSL 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 PMIMSL 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 PMIMSL, acting in good faith and in a manner reasonably believed to be in the best interests of the PMIMSL, 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 PMIMSL 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 PMIMSL, or is or was serving at the request of the PMIMSL 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 two-thirds (2/3) vote of membership present and voting at an

annual meeting or scheduled chapter member event of PMIMSL 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 PMIMSL's Charter with PMI.

Article XIII – Dissolution:

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

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

Section 3. In the event the PMIMSL is considering dissolving, the PMIMSL'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 PMIMSL 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 Chapter entity must be approved by a majority of the members voting on the motion to dissolve.