

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

Section 1. This organization shall be called the Project Management Institute, Southern Nevada Chapter (hereinafter PMI-SNC). This organization is a chapter chartered by the Project Management Institute, Incorporated (hereinafter PMI®.) and separately incorporated as a non-profit, tax exempt corporation, organized under the laws of State of Nevada. ALL Components formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. PMI-SNC shall meet all legal requirements in the jurisdictions of the State of Nevada in which PMI- SNC conducts business and is incorporated.

Section 3. The principal office of PMI-SNC shall be located in Las Vegas in the State of Nevada of The United States of America. The Southern Nevada Chapter may have other offices such as Branch offices as designated by Southern Nevada Chapter Board of Directors.

**Article II. Relationship to PMI:**

Section 1. PMI-SNC 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-SNC may not conflict with the current PMI Bylaws and all policies, procedures, rules or directives established or authorized by the PMI Board of Directors, as well as with PMI-SNC Charter with PMI.

Section 3. The terms of the Charter executed between PMI-SNC and PMI, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the PMI-SNC shall be governed by and adhere to the terms of the Charter.

**Article III. Purpose and Limitations of the PMI-SNC:**

Section 1. Purpose of the PMI-SNC:

- A. General Purpose. THE PMI-SNC 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 southern Nevada in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI-SNC and PMI and these Bylaws, the purposes of the PMI-SNC shall include the following:
  - To foster professionalism in the management of projects.
  - To contribute to the quality and scope of project management.
  - To stimulate appropriate global application of project management for the benefit of general public. To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.

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- To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- To be the professional organization of choice for the project management community of Southern Nevada.

### Section 2. Limitations of the PMI-SNC:

- A. General Limitations. The purposes and activities of the PMI-SNC shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI-SNC Articles of Incorporation.
- B. The membership database and listings provided by PMI to the PMI-SNC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI-SNC, consistent with PMI policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the PMI-SNC shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

## Article IV. Membership:

### Section 1. General Membership Provisions:

- A. 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. Membership in PMI-SNC requires membership in PMI. PMI-SNC shall not accept as members any individuals who have not been accepted as PMI members, and shall not create its own membership categories.
- C. PMI-SNC members in good standing with current membership in PMI and PMI-SNC are eligible to vote and hold office, subject to the defined term limits for officers.
- D. Members shall be governed by and abide by the PMI Bylaws and by the Bylaws of PMI-SNC and all policies, procedures, rules and directives lawfully made there under including but not limited to the PMI Code of Conduct.
- E. All members shall pay the required PMI and Component membership dues to PMI and in the event that a member resigns, membership dues shall not be refunded by PMI or PMI-SNC.
- F. Membership in PMI-SNC shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- G. Members who fail to pay the required dues for one (1) month shall be delinquent and their names removed from the official membership list of PMI-SNC. A delinquent member may be

reinstated by payment in full of all unpaid dues for PMI and PMI-SNC to PMI to PMI within such one month delinquent period.

- H. Upon termination of membership in PMI-SNC, the member shall forfeit any and all rights and privileges of membership.
- I. The membership database and listings provided by PMI to PMI-SNC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMI-SNC, consistent with PMI policies.

Section 2. The PMI-SNC shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.

**Article V. Project Management Institute, Southern Nevada Chapter Board of Directors/Officers:**

Section 1. The PMI-SNC 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 PMI-SNC elected by the membership and shall be members in good standing of PMI and of the PMI-SNC. PMI-SNC shall have eight (8) elected officers to serve in the following positions:

- A. President
- B. Executive Vice President
- C. Vice President of Programs
- D. Vice President of Membership
- E. Vice President of Finance
- F. Vice President of Communications
- G. Vice President of Education
- H. Vice President of Public Relations

The president shall, upon completion of a term as President, serve as Immediate Past President.

Section 3. Terms of Office. The terms of office for President, Executive Vice President and Past President shall be one (1)-year. The office of President will not normally be an elected position; rather, the individual serving as Executive Vice President shall automatically succeed to the office of President. The term of office for all other elected Officers shall be two (2) years. For the 2017 calendar year only, the Vice President of Public Relations, Vice President of Communications and Vice President of Membership shall hold office for 1 year only.

Section 4. Term Limits.

- A. The President, Executive Vice President, and Immediate Past President are limited to one (1) one (1) year term.
- B. The Vice President of Finance is limited to one (1) two (2) year term.

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- C. The Board of Directors shall consist of the Officers of the PMI-SNC elected by the membership and others appointed by the elected officers. All members of the Board of Directors shall be members in good standing of PMI and the PMIABC.
- D. Terms of office for the Officers will be limited to three (3) consecutive terms in the same position and no more than four (4) consecutive terms on the Board in general.
- E. In the event there are no candidates for an elected position, and the previous Officer's consecutive term has expired, the Officers may grant an extension for that Officer for an additional two year term.
- F. The elections for officer positions are staggered so that roughly half are elected each year.

Section 5. The President shall be the chief executive officer for PMI-SNC and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 6. The Vice President of Communications shall keep the records of all business meetings of PMI-SNC and meetings of the Board. In the absence of the Vice President of Communications, the presiding officer shall assign the duty of taking and publishing accurate minutes to one of the other officers present. The Vice President of Communications shall have custody of the amendments thereto. The Vice President of Communications shall have custody of the PMI-SNC Operating Manual, which includes officer position descriptions. The Vice President of Communications shall be responsible for certifying the results of all PMI-SNC and Board of Directors votes and elections. The Vice President of Communications is responsible for maintaining a copy of the minutes, the membership email list, and contact information on all board members current within one month on the PMI-SNC SharePoint site.

Section 7. The Vice President of Finance shall oversee the management of funds for duly authorized purposes of PMI-SNC. The Vice President of Finance shall have charge and custody of all assets and financial records of PMI-SNC and shall be responsible to:

- A. Present an original bank statement for inclusion in BOD meeting minutes each month.
- B. Provide all statements and materials required for the facilitation of annual financial account audit.
- C. Oversee all financial aspects of event registration and payment.

Section 8. The Executive Vice President shall preside at all business PMI-SNC programs and Executive Committee meetings of PMI-SNC in the President's absence. The Executive Vice President shall be the backup for other Board members and be assigned special projects, as necessary. The Executive Vice President shall be responsible for scheduling, coordinating and overseeing the annual financial account audit. This audit should be completed by an individual or group who bears no conflict of interest with the results of the audit. The Executive Vice President shall automatically be promoted to President upon vacancy and is in fact, the President-Elect.

Section 9. The Vice President of Programs shall be responsible for all arrangements necessary to support PMI-SNC programs and to assure that all PMI-SNC members are notified by E-mail and

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Website posting of all PMI-SNC programs. The Vice President of Programs to keep a copy of all information on all upcoming programs including the presenters, commitment status, and contact information current within one month on the PMI-SNC SharePoint site.

Section 10. The Vice President of Membership shall keep the official list of members, clearly indicating those entitled to vote, and shall actively work to gain new membership for PMI-SNC. The Vice President of Membership shall be responsible for an accurate mailing list of current and potential PMI-SNC members, and for the production and distribution of materials to individuals on that list.

Section 11. The Vice President of Education shall be responsible for encouraging development of Project Management Professionals (PMPs) through development of educational publications and seminars. The Vice President of Education is responsible for maintaining a copy of all PMP Prep Class related information and all information related to any PMI-SNC Sponsored educational activities current within one month on the PMI-SNC SharePoint site.

Section 12. The Vice President of Public Relations shall be responsible for publicizing the activities of the Chapter, as well as creating a positive image of the Chapter in the community. The Vice President of Public Relations is responsible for maintaining a copy of a list of the organizations the PMI-SNC partners with and a list of current and past sponsors along with their commitments current within one month on the PMI-SNC SharePoint site.

Section 13. The Board shall exercise all powers of the PMI-SNC , 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-SNC business and funds.

Section 14. 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 15. 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 PMI-SNC 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 or the Vice President of Communications. 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.

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Section 16. 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 17. If any officer position becomes vacant, the President may appoint a successor with the approval of the Board 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 Executive Vice President 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 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 PMI-SNC 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 February following the election or one month following their election, and shall hold office for the duration of their term or until the 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 during the annual membership/business meeting or by some means of electronic voting determined by the Nominating Committee and ratified by the Board. 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 Component may be used to support the election of any candidate or group of candidates for PMI, Component 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 Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

Section 6. Election of Board Members.

A. The Executive Vice President shall be elected at each annual election.

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- B. Election of the following Officers will be held in 2016. Beginning in 2017, all officer terms will be 2 years.:
- Vice President of Public Relations (1 year term)
  - Vice President of Communications (1 year term)
  - Vice President of Membership (1 year term)
  - Vice President of Programs (2 year term)
  - Vice President of Finance (2 year term)
  - Vice President of Education (2 year term)
- C. Election of the following Officers shall be held in odd numbered years, beginning in 2017:
- Vice President of Public Relations
  - Vice President of Communications
  - Vice President of Membership
- D. Election of the following Officers shall be held in even numbered years, beginning in 2018:
- Vice President of Programs
  - Vice President of Finance
  - Vice President of Education

### **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. The PMI-SNC officers and/or Directors can serve on the PMI-SNC 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. Committee members may be appointed from the membership of the organization.

### **Article VIII. Finance:**

Section 1. The fiscal year of PMI-SNC shall be from 1 January to 31 December.

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

Section 3. The 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:**

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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 the PMI-SNC shall be ten percent (10%) of the voting membership in good standing, present in person.

Section 6. 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 PMI-SNC shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of PMI-SNC, except as otherwise provided in these Bylaws.

Section 2. No officer, appointed committee member or authorized representative of PMI-SNC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by PMI-SNC of actual and reasonable expenses incurred by an officer, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. PMI-SNC may engage in contracts or transactions with members, elected officers of the Board, appointed committee members or authorized representatives of PMI-SNC and any corporation, partnership, association or other organization in which one or more of PMI-SNC officers, appointed committee members or authorized representatives are officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- E. 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.
- F. The Board in good faith authorizes the contract or transaction by a majority vote of the officers who do not have an interest in the transaction or contract.



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G. The contract or transaction is fair to PMI-SNC and complies with the laws and regulations of the applicable jurisdiction in which PMI-SNC is incorporated at the time the contract or transaction is authorized, approved or ratified by the Board of Directors.

Section 4. All officers, appointed committee members and authorized representatives of the PMI-SNC shall act in an independent manner consistent with their obligations to PMI-SNC and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which PMI-SNC 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, committee member, or authorized representative of PMI-SNC, acting in good faith and in a manner reasonably believed to be in the best interests of PMI-SNC, 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-SNC may purchase and maintain liability insurance on behalf of any person who is or was an officer, employee, trustee, agent or authorized representative of PMI-SNC, or is or was serving at the request of PMI-SNC as an 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 the PMI-SNC 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.

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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 Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with PMI-SNC Charter with PMI.

### **Article XIII. Dissolution:**

Section 1. In the event that the PMI-SNC 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 dissolve the PMI-SNC.

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

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

Section 4. Should the PMI-SNC 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 PMI-SNC chapter entity must be approved by a majority of the members voting on the motion to dissolve.