



# **PMI Central Illinois Chapter Bylaws**

**Member Approved:**  
7 September 2015

## **Article I - Name, Principle Office; Other Offices**

### Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Central Illinois Chapter (hereinafter "CIC"). This organization is a Chapter chartered by the Project Management Institute, Incorporated (hereinafter "PMI®") and separately incorporated as a non-profit, tax-exempt corporation (or equivalent) organized under the laws of Illinois. All Chapters formed within the United States must be incorporated as 501 (c) (6) organizations.

### Section 2.

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

### Section 3. Principal Office; Other Offices.

The principal office of the Chapter shall be located in Bloomington in the State of Illinois, United States of America. The CIC may have other offices such as Branch offices as designated by the CIC Board of Directors.

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

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

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

## **Article III - Purpose and Limitations of the CIC**

### Section 1. Purpose of the CIC.

- A. General Purpose. The CIC has been founded as a 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 Purpose: Consistent with the terms of the Charter executed between the CIC and PMI and these Bylaws, the purposes of the CIC 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 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 other 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. Promote the practice of the profession of Project Management by and for its members.
- g. Provide opportunities for the project management education and professional development of its members.
- h. Provide a framework for professional networking and social interaction among its members.

Section 2. Limitations of the Chapter.

- A. General Limitations. The purposes and activities of the CIC shall be subject to limitations set forth in the charter agreement, these bylaws, and conducted consistent with the CIC Articles of Incorporation.
- B. The membership data provided by PMI to the CIC may not be used for commercial purposes. The membership data may be used only for not-for-profit purposes directly related to the business of the CIC, 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 CIC shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapters governing documents; its Charter Agreement; PMI's bylaws, policies, practices, procedures, and rules; and applicable law.

**Article IV – CIC Membership**

Section 1. General Membership Provisions.

- A. Membership in the CIC requires membership in PMI®. The CIC shall not accept as members any individuals who have not been accepted as PMI® members.

Membership in the CIC 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 CIC 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 CIC 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 CIC.
- D. Membership in the CIC 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 CIC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the CIC to PMI within such one month delinquent period.
- F. Upon termination of membership in the CIC, the member shall forfeit any and all rights and privileges of membership.

G. All CIC members in good standing shall have voting rights and may be eligible to hold elected or be appointed to an office in the chapter.

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

#### **Article V – CIC Board of Directors:**

Section 1. The CIC 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 CIC elected by the membership and shall be members in good standing of PMI and of the CIC. Terms of office for the Officers shall be **TWO YEARS**, limited to two consecutive terms in the same position, and no more than four consecutive terms on the Board in general. These positions are staggered so that FOUR OR FIVE are elected each year.

Section 3. The President shall be the chief executive officer for the CIC and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

Section 4. The Vice President of Administration shall keep the records of all business meetings of CIC and meetings of the Board.

Section 5. The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the CIC.

Section 6. The Vice President of Membership shall be responsible for CIC membership growth, membership recognition, membership issues advocacy, survey policy and processes and retention.

Section 7. The Vice President of Professional Development shall be responsible for scheduled CIC membership meetings and special programs to advance project management skills and knowledge of persons in the Central Illinois area.

Section 8. The Vice President of Operations shall be responsible for fulfilling the information technology requirements of the CIC, infrastructure support and technology vendor management.

Section 9. The Vice President of Publicity shall be responsible for external communications, for securing CIC sponsors, creating promotional material, advertisement sales, and press relations.

Section 10. The Vice President of Education shall be responsible for programs designed to prepare persons for Project Management certifications offered by PMI and for project management educational outreach programs.

Section 11. The Vice President of Community and Corporate Outreach shall be responsible for providing services to groups, organizations and segments of the Central Illinois community to build understanding and commitment to the Project Management Profession and for outreach to PMI chapters.

Section 12. The Board may appoint or remove Directors with the majority approval of the Board to serve independently or as a leader of a standing or temporary committee. A Director must be a member of PMI-CIC in good standing.

Section 13. A Director shall be responsible for providing the service(s) assigned or delegated by the sponsoring Board member with the majority approval of the Board. One individual may serve in more than one Director Position, with the Board's approval as long as there are no other individuals available for that position or wanting to serve in that position at any given time. If another volunteer is available and desire to serve in one of the positions being occupied by one volunteer, the volunteer holding two Director's position will vacant one of the positions.

Section 14. The Board shall exercise all powers of the CIC, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, 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 CIC 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. A majority of a quorum of Board members shall be necessary to approve business. Each member shall be entitled to one (1) vote and may take part and vote if in attendance either in person or via teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 16. The Board of Directors shall declare an officer position or director to be vacant where an officer or director ceases to be a member in good standing of PMI or of the CIC by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings without notification and approval of absence by the president. An officer or director 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 17. An officer or director 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 vote of the Board.

Section 18. If any officer or director position becomes vacant, the Board may appoint a successor to fill the office for the un-expired 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 Vice President of Membership or another Vice President if the VP of Membership was appointed, shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

## **Article VI – CIC Nominations and Elections:**

Section 1. The nomination and election of officers 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 CIC 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. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or 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.

Elections shall be conducted in any of the three ways:

- A) During the annual meeting of the membership
- B) By mail ballot to all voting members in good standing
- C) Electronic vote in compliance with the legal jurisdiction

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 applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

## **Article VII – CIC 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 intended outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. The CIC officers and/or Directors can serve on the CIC 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 – CIC Finance:**

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

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

Section 3. The CIC 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 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 CIC 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 CIC shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the CIC, except as otherwise provided in these bylaws.

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

Section 3. CIC may engage in contracts or transactions with members, elected officers or trustees of the Board, appointed committee members or authorized representative of CIC and any corporation, partnership, association or other organization in which one or more of CIC's trustees, officers, appointed committee members or authorized representatives are: trustees 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 Board members who do not have an interest in the transaction or contract;
- C. The contract or transaction is fair to CIC and complies with the laws and regulations of the applicable jurisdiction in which CIC 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, trustees, appointed committee members and authorized representatives of the CIC shall act in an independent manner consistent with their obligations to the CIC and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, trustees, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the CIC 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, trustee, committee member, or authorized representative of the CIC, acting in good faith and in a manner reasonably believed to be in the best interests of the CIC, 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 CIC may purchase and maintain liability insurance on behalf of any person who is or was an officer, employee, trustee, agent or authorized representative of the CIC, or is or was serving at the request of the CIC as an officer, employee, trustee, agent or representative of another corporation, domestic or foreign, not-for-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 present at an annual meeting of the CIC duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic 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, the date the amendment election will open, and the length of the election, shall be sent 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 CIC's Charter with PMI.

**Article XIII - Dissolution:**

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

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

Section 3. In the event the CIC is considering dissolving, the CIC'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 CIC dissolve for any reason, its assets shall be dispersed to one or more non-profit organizations designated by the voting membership after the payment of just, reasonable and supportable 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.