

**BYLAWS**  
of the  
**Project**  
**Management**  
**Institute**  
**KC Mid-America Chapter**

**Member Approved: October 26, 2014**



## **Article I – Name, Principal Office; Other Offices.**

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

This organization shall be called the Project Management Institute, Project Management Institute - Kansas City Mid-America Chapter, Incorporated (hereinafter PMI-KC). This organization is a chapter of Project Management Institute, Incorporated, based in Newtown Square, Pennsylvania USA (hereinafter PMI) chartered by the Project Management Institute, Inc. (hereinafter “PMI<sup>®</sup>”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws State of Missouri. ALL Chapters formed within the United States must be incorporated as 501(c) (6) organization.

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

### **Section 3. Principal Office.**

The principal office of the PMI-KC shall be located in KANSAS CITY in MISSOURI. The PMI-KC may have other offices such as Branch offices as designated by the PMI-KC Board of Directors.

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

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

Section 2. The bylaws of the PMI-KC 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 PMI-KC’s Charter with PMI.

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

## **Article III – Purpose and Limitations of the PMI-KC.**

### **Section 1. Purpose of the PMI-KC.**

General Purpose. The PMI-KC has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI<sup>®</sup>, and is dedicated to advancing the practice, science, and profession of project management by the continual education of its members; by maintaining the PMI’s Code of Ethics; by encouraging the members to share and exchange information with other project management practitioners, by providing an arena which promotes the co-development in a conscious and proactive manner.

Specific Purposes. Consistent with the terms of the Charter executed between the PMI-KC and PMI and these Bylaws, the purposes of the members; and by assisting the members in carrying out the following objectives of PMI-KC:

- A. To foster professionalism in the management of projects.
- B. To contribute to the quality and scope of project management.
- C. 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.
- D. To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- E. To collaborate with universities, other educational institutions, and corporate entities to encourage appropriate education and career development at all levels of project management activities.

- F. To provide a guiding influence in academic and industrial research in the field of project management.
- G. To seek and foster regional cooperation and contacts with other organizations, both public and private, which relate to project management and to collaborate in matters of common interest and benefit.
- H. To identify, develop, foster, and maintain professional practice, ethical, credentialing and accreditation standards and principles.
- I. To provide project management information and education to Chapter members.
- J. To promote project management, in general, and the PMI specifically, to companies and organizations in and around the Kansas City area.
- K. To give back to the community through service projects and other volunteer opportunities.

Section 2. Limitations of the PMI-KC.

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

Section 1. General Membership Provisions.

- A. Membership in the PMI-KC requires membership in PMI®. The PMI-KC 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 PMI-KC and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and PMI-KC 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 PMI-KC.
- D. Membership in the PMI-KC 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 PMI-KC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI-KC to PMI within such one month delinquent period.

- F. Upon termination of membership in the PMI-KC, the member shall forfeit any and all rights and privileges of membership.

## Section 2. Classes and Categories of Members.

Membership in the PMI-KC shall follow the membership classification established and maintained by PMI and PMI-KC shall not create its own membership categories. The PMI classes and qualifications of membership and the accompanying rights are as follows:

- (1) Member - Regular. Any person who is interested in, or engaged in, the practice, teaching or other application of project management, including research concerning project management, may qualify as a Regular Member of the PMI-KC. Regular Members shall have voting rights and may hold any elected or appointed office in the PMI-KC.
- (2) Member - Retiree. Any person who has been a PMI Member in good standing for five (5) consecutive years, and who has retired from active employment, qualifies for the PMI-KC Retiree membership. Retiree Members shall have all rights of the Regular Member class.
- (3) Member – Student. Any person enrolled as a full-time student in an undergraduate or graduate degree program from an accredited or globally equivalent college or university may qualify for the PMI-KC Student membership. Student members shall have voting rights. Students shall not be entitled to hold any elected office in PMI-KC.

## Article V – PMI-KC Board of Directors.

Section 1. The PMI-KC 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-KC elected by the membership and shall be members in good standing of PMI and of the PMI-KC. Terms of office for Vice-President Officers shall be one (1) year, with an option for Vice President Officers to serve in their position an additional year without being required to run for re-election. The incumbent Vice-President must formally submit their proposal to serve in their current position one more year to the Vice President, Administration by July 1 each year and their proposal must be approved by the President, President-elect, and Past President. Each Board Officer position is limited to four (4) consecutive years in the same position, and no more than eight (8) consecutive years on the Board in general, except as noted in the following sections.

Section 3. The President shall be the chief executive officer for the PMI-KC 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. A member holding the Project Management Professional (PMP) credential should fill this position. The President is the prior year's President Elect.

Section 4. The President Elect, is responsible for providing consistent leadership, carrying through and achieving short and long-term chapter goals, and obtaining a transfer of knowledge from the President in order to ensure a smooth transition from year-to-year. A member holding the Project Management Professional (PMP) credential should fill this position. The President Elect becomes President the year following their term as President Elect.

Section 5. The Past President, shall mentor the President and shall assist the President with directing the activities of the other Board members in accordance with the purposes of PMI-KC, and its Articles of Incorporation and Bylaws. This position shall be held until a new President is placed on the Board

creating a more recent Past President. This position shall not be held for more than one (1) consecutive year. This is a non-voting Board position designed to ensure a smooth transition between the new President and the Board of Directors. A member holding the Project Management Professional (PMP) credential should fill this position.

Section 6. The Vice President, Administration is responsible for documentation of PMI-KC events and actions. The position requires timely and accurate recording of events. The position is also responsible for guiding any administration directors as nominated and approved by the Board and shall keep the records of all business meetings of the PMI-KC and meetings of the Board.

Section 7. The Vice President, Finance is responsible for presenting and maintaining all financial records required for PMI-KC operations and shall oversee the management of funds for duly authorized purposes of the PMI-KC. The position includes the responsibility for collecting and disbursing Chapter funds, and for coordinating and assisting in the development of the annual Chapter budget. The position is also responsible for guiding any finance directors as nominated and approved by the Board.

Section 8. Vice President, Programs is responsible for planning, scheduling, arranging, and supervising chapter meetings and any special events approved by PMI-KC Board of Directors. The position is also responsible for guiding any program directors as nominated and approved by the Board.

Section 9. Vice President, Membership, is responsible for planning, recruiting, arranging, and attending the membership drive and retention campaigns. The position is also responsible for guiding any membership directors as nominated and approved by the Board.

Section 10. Vice President, Professional Development is responsible for professional education and enhancement programs. A member holding the Project Management Professional (PMP) credential should fill this position. The position is also responsible for guiding any professional development directors as nominated and approved by the Board.

Section 11. Vice President, Communications is responsible for all Chapter communications: PMI-KC newsletters, Web site, social media outlets and any other Chapter publications, including election and other ballot needs. The position is also responsible for guiding any communication directors as nominated and approved by the Board.

Section 12. Vice President, Professional Development Days (PDD) is responsible for providing the overall guidance and direction for the annual Professional Development Days. A member holding the Project Management Professional (PMP) credential should fill this position. The position is also responsible for guiding any Professional Development Day directors as nominated and approved by the Board.

Section 13. Vice President, Volunteers is responsible for actively soliciting volunteers for assistance with chapter activities, researching and matching volunteers with opportunities, strategizing and guiding the direction of the Chapter's volunteer efforts. The position is also responsible for guiding any volunteer directors as nominated and approved by the Board.

Section 14. Vice President, Marketing is responsible for all marketing of chapter-sponsored and approved events and public relations. The VP of Marketing shall be responsible for developing marketing, chapter branding, and corporate relations programs. The position is also responsible for guiding any marketing directors as nominated and approved by the Board.

Section 15. The Board shall exercise all powers of the PMI-KC, 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-KC business and funds.

Section 16. 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 17. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the PMI-KC by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings and has not been excused by the President. An officer or Director at Large may resign by submitting written notice to the Vice President, Administration. 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 18. 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 19. If any officer or Director at Large 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 President-Elect 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 – PMI-KC 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 PMI-KC 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. Each Vice-President Board member will find, train, and mentor at least one willing individual as back-up for their position. Their name will be provided to the Board by April 1 each year.

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 – PMI-KC 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 PMI-KC officers and/or Directors can serve on the PMI-KC 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-KC Finance.**

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

Section 2. The PMI-KC annual membership dues shall be set by the PMI-KC’s Board and communicated to PMI in accordance with policies and procedures established by PMI.

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

Section 2. No officer, director, appointed committee member or authorized representative of the PMI-KC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI-KC 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. PMI-KC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI-KC and any corporation, partnership, association or other organization in which one or more of PMI-KC'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 PMI-KC and complies with the laws and regulations of the applicable jurisdiction in which PMI-KC 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 PMI-KC shall act in an independent manner consistent with their obligations to the PMI-KC 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 PMI-KC has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

## **Article XII – Indemnification.**

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the PMI-KC, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI-KC, 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 PMI-KC 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 PMI-KC, or is or was serving at the request of the PMI-KC as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.



### **Article XIII - Amendments.**

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

### **Article XIV – Dissolution.**

Section 1. In the event that the PMI-KC 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 PMI-KC's Charter and require the chapter to seek dissolution.

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

Section 3. In the event the PMI-KC is considering dissolving, the PMI-KC'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 PMI-KC dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

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