
PROJECT MANAGEMENT INSTITUTE EASTERN IDAHO CHAPTER

Chapter Bylaws



Project
Management
Institute.
Eastern Idaho

Project Management Institute **Eastern Idaho Chapter Bylaws**

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Eastern Idaho Chapter (hereinafter “the EASTERN IDAHO CHAPTER OR EIC”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, ~~tax-exempt~~~~tax-exempt~~ corporation (or equivalent) organized under the laws of STATE OF IDAHO. ALL Chapters formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. Principal Office; Other Offices.

The principal office of the EASTERN IDAHO CHAPTER shall be located in IDAHO FALLS in the STATE OF IDAHO. The Eastern Idaho Chapter may have other offices such as Branch offices as designated by the Eastern Idaho Chapter Board of Directors.

Article II – Relationship to PMI.

Section 1. The Eastern Idaho Chapter 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 Eastern Idaho Chapter 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 Eastern Idaho Chapter’s Charter with PMI.

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

Article III – Purpose and Limitations of the Eastern Idaho Chapter

Section 1. Purpose of the Eastern Idaho Chapter

- A. General Purpose. THE Eastern Idaho Chapter has been founded as non-profit, ~~tax-exempt~~~~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 Eastern Idaho Chapter and PMI and these Bylaws, the purposes of the Eastern Idaho Chapter shall include the following:

- a) To provide education and training opportunities to the Chapter membership and the project management community in Eastern Idaho and surrounding area within the chapter region.
- b) To foster professionalism in the management of projects.
- c) To provide quality and value to the individual practitioner of project management in the public, private, and not for profit sectors through PMI and Chapter membership.
- d) To provide project management mentoring to individual practitioners as well as to students pursuing education in project management
- e) To contribute to the quality and scope of project management.
- f) To stimulate appropriate global application of project management for the benefit of general public.
- g) 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.
- h) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

Section 2. Limitations of the Eastern Idaho Chapter

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

Section 1. General Membership Provisions.

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

Membership in this organization 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 Eastern Idaho Chapter 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 Eastern Idaho ~~Chapter~~ membership Chapter 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 Eastern Idaho Chapter.
- D. Membership in the Eastern Idaho Chapter 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 and their names removed from the official membership list of the Eastern Idaho Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues plus the applicable application fee for PMI and the Eastern Idaho Chapter to PMI.
- F. Upon termination of membership in the Eastern Idaho ~~Chapter~~ Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. All Eastern Idaho Chapter members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all Eastern Idaho Chapter members meeting the qualifications are eligible to run for and hold a Eastern Idaho Chapter elected position.

Section 2. Classes and Categories of Members.

The Eastern Idaho Chapter shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V – Eastern Idaho Chapter Board of Directors:

(Source: [Chapter Leader Guide: Chapter Volunteer Role Delineation Study](#))

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

Terms of office for the Officers shall be, except the President, President-Elect, and Immediate Past President, shall be two (2) years, limited to two consecutive terms in the same position, with a limit of eight years on the Board in general. The President-Elect shall be elected each year to serve a three-year term with the first being Vice President of Membership/President Elect, the second being President and the third being Immediate Past President. Terms of office start on July 1 and end on June 30 of the following year. These positions are staggered so that three board positions are elected each year.

Section 3. The President shall be the Chief Executive Officer for the Eastern Idaho Chapter 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 including the Nominating Committee. The President shall hold monthly Board meeting with a published agenda contained in the notice of each meeting.

Section 4. The Vice President of Membership/President Elect shall prepare for and plan to serve as President for the following year and acts for the President in his or her absence. The Vice President of Membership shall organize, coordinate and promote chapter membership in the Chapter area while assessing the quality and value of that membership. Provide a report at each Board meeting identifying the Chapter size and membership change.

The President Elect/Vice President of Membership Co-Chairs the Nominating Committee.

The President Elect/Vice President of Membership is responsible to appoint a Chapter member to perform an annual independent audit of the financial records maintained by the Vice-President of Finance to ensure proper accounting of Chapter funds. An annual financial audit report is to be provided to the Chapter Board as part of the Board transition following the elections.

Section 5. The Vice President Finance shall oversee the management of funds for duly authorized purposes of the Eastern Idaho Chapter and act as the chief financial officer. Assume responsibility for the funds of the chapter. Pay all expenses that have been approved by the Board. Maintain an accurate and current accounting of receipts and expenditures. They shall provide a treasurer's report at each Board meeting.

Section 6. The Vice President of Communications shall keep the records of all business meetings of the Eastern Idaho Chapter and meetings of the Board meetings. The VP of Communications shall oversee and review the preparation and retention of all

nonfinancial Chapter records. The Vice President of Communications is to oversee all communication to chapter members thru all forms of social media that the board has approved and the management of the Eastern Idaho Chapter's website.

Section 7. The Vice President of Professional Development shall provide project, management education, training and mentoring. They shall provide a report at each Board meeting identifying upcoming educational events and opportunities for membership development.

Section 8. The Vice President of Programs shall organize, coordinate and promote the chapter's monthly dinner meetings and roundtable events. They shall provide a report at each Board meeting identifying upcoming programs and activities for membership development.

Section 9. The Immediate Past President shall assist or direct special projects as required, act as advisor to the president, and participate as a voting member of the Nominating Committee. The Past President is to serve as the Co-Chair of the Nominating Committee. The Immediate Past President is a voting member of the Board.

Section 10. The Board shall exercise all powers of the Eastern Idaho Chapter, 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 Eastern Idaho Chapter business and funds.

Section 11. The Board is comprised of the President, Immediate Past President, Vice President of Membership/President Elect, Vice President of Communications, Vice President of Finance, Vice President of Professional Development and Vice President of Programs and is chaired by the President. The President may use the Committee as an advisory and planning group. Any decisions recommended by the Committee must be ratified by the Board before execution.

Section 12. 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 13. 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 Eastern Idaho Chapter by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board

meetings. An officer or Director at Large 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 14. 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 15. 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. Special Election shall be for unexpired portion of term. Interim term shall be a maximum of 6 months.

Section 16. The Board may appoint Associate Vice-Presidents to execute duties as determined to be needed by each Vice President. The responsibility and authority of an Associate Vice-President will be documented prior to the appointment. Each Associate Vice-President is a non-voting position. Each position shall be approved by the Board.

Section 17. The Board may appoint exofficio members like Student Member Advisor at their discretion. The responsibility and authority of the exofficio member will be documented prior to the appointment. Each exofficio appointment is a non-voting position.

Article VI – Eastern Idaho Chapter Nominations and Elections:

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI. All voting members in good standing of the Eastern Idaho Chapter 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 **July** 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, including the Single Point of Contact, shall be eligible for inclusion in the slate of nominees prepared by the Committee.

Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no current member of the Nominating Committee may resign from their position on the committee with the intention to run for a Board Candidate position.

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.

Section 6. Board positions shall be filled on the following cycle:

Yearly – Vice President of Membership/President Elect

Even Years – Vice President of Communications, and Vice President of Professional Development

Odd Years – Vice President of Programs, and Vice President of Finance

Article VII – Eastern Idaho Chapter Committees:

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. The Eastern Idaho Chapter officers and/or Directors can serve on the EASTERN IDAHO CHAPTER 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 -Eastern Idaho Chapter Finance:

Section 1. The fiscal year of the Eastern Idaho Chapter shall be from 1 January to 31 December.

Section 2. Eastern Idaho Chapter annual membership dues will be agreed upon between PMI and the EASTERN IDAHO CHAPTER's Board of Directors and communicated in accordance with policies and procedures established by PMI.

Section 3. The Eastern Idaho Chapter 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.

Section 5. In the event a chapter member, or board member is to travel to a PMI conference or PMI related activity, the chapter is to reimburse only the cost of flight, or other travel expenses, hotel and conference. If possible, Vice President of Finance is to purchase all travel arrangements with approval from the board. No per diem is to be paid to any member or board member. Attendance at a conference or event is based on board approval.

Section 6. Arrange for co-signature with Chapter President on all Chapter's bank accounts and/or similar financial transactions over \$1000.00.

Section 7. Before commitment, the Board shall approve each financial transaction over \$100.00 associated with Chapter activities.

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 Eastern Idaho Chapter 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 Eastern Idaho Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Eastern Idaho Chapter, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the Eastern Idaho Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Eastern Idaho Chapter 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. All officers, directors, appointed committee members and authorized representatives of the Eastern Idaho Chapter shall act in an independent manner consistent with their obligations to the Eastern Idaho Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 4. 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 Eastern Idaho Chapter 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 Eastern Idaho Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Eastern Idaho Chapter, 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 Eastern Idaho Chapter 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 Eastern Idaho Chapter, or is or was serving at the request of the Eastern Idaho Chapter 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 of the Eastern Idaho Chapter 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 Eastern Idaho Chapter's Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the Eastern Idaho Chapter 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 Eastern Idaho Chapter Charter and require the chapter to seek dissolution.

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

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

Section 4. Should the Eastern Idaho Chapter 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.

Article XIV - PMI-Eastern Idaho Chapter (EIC) Bylaws

The “PMI-EIC Bylaws” are a legal document, duly approved by PMI and the membership of PM- EIC. These Bylaws provide the framework for the compliance of all activities of the Chapter. Although reviewed at least every year and amended when required, the Bylaws are intended as formal, stable, enduring and „high-level“ definitions of Chapter policy.

Article XV - Annual Business Plan

The Chapter Annual Business Plan is created each year, flowing from the Strategy document, and adheres to the Bylaws. This plan defines how aspects of the 3-year strategy will be implemented during the current year. The Business Plan shall include addressing the Mission, Vision, and Strategic Objectives of the Chapter.

Ratification

Approved by PMI:

Approved by the Eastern Idaho Chapter Membership:

This certifies that this version of the PMI Eastern Idaho Chapter Bylaws was approved by the PMI Eastern Idaho membership and in accordance with PMI policy.

Victor Dominguez

President, PMI Eastern Idaho Chapter