

PMI Clear Lake/Galveston Chapter Bylaws

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Clear Lake/Galveston Chapter (hereinafter “PMI-CLG”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, tax-exempt corporation (or equivalent) organized under the laws of Texas. All chapters formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. Principal Office; Other Offices.

The principal office of the PMI-CLG Chapter shall be located in the Clear Lake City area in the State of Texas. The PMI-CLG may have other offices such as Branch offices as designated by the PMI-CLG Board of Directors and agreed upon by PMI.

Article II – Relationship to PMI.

Section 1. The PMI-CLG 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 PMI-CLG 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-CLG’s Charter with PMI.

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

Article III – Purpose and Limitations of the PMI-CLG.

Section 1. Purpose of the PMI-CLG.

- A. General Purpose. The PMI-CLG 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 Purposes. Consistent with the terms of the Charter executed between the PMI-CLG and PMI and these Bylaws, the purposes of the PMI-CLG 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 promote the value of project management and professional project managers to the local business community.
 - 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) To promote and develop educational opportunities for our membership.

Section 2. Limitations of the PMI-CLG.

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

Section 1. General Membership Provisions.

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

Section 2. Classes and Categories of Members.

- A. The PMI-CLG shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V – PMI-CLG Board of Directors:

Section 1. The PMI-CLG 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-CLG elected by the membership and shall be members in good standing of PMI and of the PMI-CLG. Terms of office for the Officers shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than three (3) terms on the Board in general. These positions are staggered so that approximately half of positions open for elections are elected each year. The President-Elect and the President positions are each one (1) year terms with a requirement that to be nominated for the President-Elect position, you must currently be an active board member or on the board previously with no more than a two (2) year gap. The President position is a non-elected position; the President-Elect automatically succeeds the President when the one (1) year term is completed. The Board shall consist of:

1. President
2. President-Elect
3. VP of Administration and Governance
4. VP of Finance
5. VP of Membership
6. VP of Communications and Community Outreach
7. VP of Programs and Professional Development

Section 3. The PMI-CLG President shall be the Chief Executive Officer for the PMI-CLG and of the Board. This involves formulating and implementing the strategic plan in collaboration with the Board. Shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall facilitate communication of the Board about operational, financial, and all other organizational matters, as to make collaborative strategic decisions as voted on by the Board. The PMI-CLG 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 PMI-CLG President-Elect shall be the Chief Operations Officer for PMI-CLG and of the Board. They will work closely with the current President to understand the role's nuances. Participates in Board meetings, committees, and organizational events to stay informed and visible in the organization. President-Elect will act in place of the President in the event of absence.

Section 5. The VP of Administration and Governance shall keep the records of all business meetings of the PMI-CLG and meetings of the Board. Overseeing the governance structures and processes of the organization, ensuring compliance with legal requirements, PMI requirements, PMI-CLG bylaw requirements, and maintaining high standards of ethical conduct. They are responsible for preparing and distributing Board meeting agendas and any information the Board may need to make informed decisions. They are responsible for the maintenance and upkeep of the chapter operations manual.

Section 6. The VP of Finance shall oversee the management of funds for duly authorized purposes of the PMI-CLG. Communicating with the Board regarding the company's financial performance and prospects. The VP of Finance is responsible for preparing the organization's budget and forecasts and working with different departments to ensure that the financial plans align with the organization's objectives. Overseeing the preparation of all financial reports, including income statements, balance sheets, reports to shareholders, tax returns, and reports for government regulatory agencies.

Section 7. The VP of Membership shall develop and implement strategies to attract new members and retain existing ones. The VP of Membership shall administrate and maintain the PMI-CLG associated website (including updating of the website as needed), software, emails, and any other PMI-CLG owned or operated technology, or devices. Communicates with all VPs for informational updates to the website. They shall maintain accurate membership records and analyze data related to membership trends to inform strategic decisions. Keeping members informed about organizational news, events, and opportunities, and serving as a point of contact for member inquiries and feedback. The VP of Membership shall reach out for initial contact of new members and verify with the VP of Communications and Community outreach that the new member is added to all member distribution lists.

Section 8. The VP of Communications and Community Outreach shall develop and oversee programs that enhance the organization's presence and involvement in the community. This might involve partnerships with community organizations, public events, and volunteer initiatives. They shall oversee the organization's brand and image, including marketing materials, social media presence, and public messaging to ensure consistency and positive public perception. Organizing and managing events, such as fundraisers, community projects, and public forums, that align with the organization's outreach goals.

Section 9. The VP of Programs and Professional Development shall be tasked with developing, implementing, and managing a range of programs that align with the organization's goals. This could include educational programs, training sessions, workshops, conferences, and other professional development opportunities. They shall be responsible for tracking, updating and registering PDUs for members.

Section 10. The Board shall exercise all powers of the PMI-CLG, 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-CLG business and funds.

Section 11. The Board shall meet at the call of the PMI-CLG 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 12. 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-CLG 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 VP of Administration and Governance. 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 13. 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 14. 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 PMI-CLG President is unable or unwilling to complete the current term of office, the PMI-CLG 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-CLG 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-CLG shall have the right to vote in the election. Discrimination in election and nomination procedures based on race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

The following board positions shall be elected on even numbered years:

- President-Elect
- VP of Finance

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- VP of Membership
- VP of Programs and Professional Development

The following board positions shall be elected on odd numbered years:

- President-Elect
- VP of Communications and Community Outreach
- VP of Administration and Governance

Section 2. Candidates who are elected shall take office on the first day of March following their election and shall hold office for the duration of their terms or until their successors have been elected and qualified. If a board position is filled in an off-election year, the person elected will serve out the filled in term and would not count towards a full term or lifetime term.

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 a 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-CLG 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-CLG officers and/or Directors can serve on the PMI-CLG 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 PMI-CLG President with the approval of the Board.

Article VIII - PMI-CLG Finance.

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

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

Section 3. The PMI-CLG 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 PMI-CLG President; by a majority of the Board; or by petition of ten percent (10%) of the voting membership directed to the PMI-CLG President. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting 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-CLG 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 – Branches of the PMI-CLG.

This section does not currently apply to PMI-CLG. If PMI-CLG determines the need to establish branches of the chapter this section of the bylaws will be completed with assistance from PMI and in compliance with PMI applicable policies, rules, procedures, and directives.

Article XI - Inurement and Conflict of Interest.

Section 1. No member of the PMI-CLG shall receive any pecuniary gain, benefit, or profit, incidental or otherwise, from the activities, financial accounts, and resources of the PMI-CLG, except as otherwise provided in these bylaws.

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

Section 3. PMI-CLG may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI-CLG and any corporation, partnership, association or other organization in which one or more of PMI-CLG'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-CLG and complies with the laws and regulations of the applicable jurisdiction in which PMI-CLG 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-CLG shall act in an independent manner consistent with their obligations to the PMI-CLG 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-CLG 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-CLG, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI-CLG, 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-CLG 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-CLG, or is or was serving at the request of the PMI-CLG 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-CLG 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-CLG's Charter with PMI.

Article XIV – Dissolution.

Section 1. In the event that the PMI-CLG 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®

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has a right to revoke the PMI-CLG Charter and require the chapter to seek dissolution.

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

Section 3. In the event the PMI-CLG is considering dissolving, the PMI-CLG'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-CLG 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.