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

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

This organization shall be called the Project Management Institute, Mass Bay Chapter (hereinafter “the Chapter”). This organization is a local 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 the Commonwealth of Massachusetts. The Chapter shall be incorporated as a 501© (6) organization.

## Section 2. Legal Requirements.

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

## Section 3. Principal Office; Other Offices.

The principal office of the Chapter shall be located in Eastern New England, generally in the Greater Boston Metropolitan Area, Eastern and Central areas in the Commonwealth of Massachusetts. The Mass Bay Chapter may have other offices such as Branch offices as designated by the Mass Bay Chapter Board of Directors.

# Article II – Relationship to PMI.

## Section 1. Management

The 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. Non-Conflicting Bylaws

The bylaws of the 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 Mass Bay Chapter's Charter with PMI.

## Section 3. Chapter Charter Precedence Over Bylaws

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

# Article III – Purpose and Limitations of the Chapter.

## Section 1. Purpose of the Chapter.

1. General Purpose. The Chapter 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.
2. Specific Purposes. Consistent with the terms of the Charter executed between the Chapter and PMI and these Bylaws, the purposes of the Chapter shall include the following:
  1. Enhance the purposes of PMI® as set forth in the PMI® bylaws.
  2. Encourage and facilitate education, certification, and professionalism in project management.
  3. Provide a recognized forum for the free exchange, discussion and examination of problems, solutions, applications, and ideas related to the management of projects.
  4. Seek and foster regional cooperation with organizations and businesses, both public and private; provide a guiding influence which relates to project management and collaborate in matters of common interest and benefit.
  5. Identify and promote the fundamentals and evolution of project management, and advance the body of knowledge for managing projects successfully.
  6. Champion and foster PMI Code of Ethics and Professional Responsibility

## Section 2. Limitations of the Chapter.

1. General Limitations. The purposes and activities of the Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Chapter Articles of Incorporation.
2. The membership database and listings provided by PMI to the Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Chapter, 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.
3. The officers and directors of the Chapter shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

# Article IV – Chapter Membership.

## Section 1. General Membership Provisions.

1. Membership in the Chapter requires membership in PMI®. The Chapter 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, gender, ethnicity, sexual orientation, ancestry, veteran's status, or background.
2. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
3. All members shall pay the required PMI and 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 Chapter.
4. Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
5. 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 Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Chapter to PMI within such one-month delinquent period.
6. Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.
7. Members in Good Standing can vote and hold office. "Members in Good Standing" shall be defined as Chapter Members who have paid both PMI® and Chapter dues and appear on the PMI® Member list. In the event dues have been paid but not posted, the member must provide verification from PMI® that dues have been received in order to be considered a Member in Good Standing.

## Section 2. Classes and Categories of Members.

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

# Article V – Chapter Board of Directors:

## Section 1. Governance.

The Mass Bay Chapter shall be governed by a Board of Directors (“Board” or “Directors”) which shall consist of a minimum of seven (7) and a maximum of eleven (11) voting board members. Three (3) of these shall be appointed and serve as Officers of the Chapter consistent with the requirements of Article V, Sections 3 through 5 below.

The Board shall be responsible for carrying out the purposes and objectives of the chapter.

## Section 2. Board Structure and Terms of Office

The Board shall consist of the Directors of the PMI Mass Bay Chapter elected by the membership and shall be members in good standing of PMI® and of the PMI Mass Bay Chapter. Terms of office for all Directors shall be two (2) years and no more than six (6) consecutive terms on the Board in general. These positions are staggered so that approximately one-half of the Board are to be elected each year.

## Section 3. President.

The President is an Officer and shall be the chief executive officer for the 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 except the Nominating Committee.

## Section 4. Executive Vice President

The Executive Vice President is an Officer and shall be responsible for the daily and on-going operations as directed by the Board through the President of the Chapter. The Executive Vice President will also serve as Secretary and Clerk of Record for the Chapter’s Incorporation with the Commonwealth of Massachusetts responsible for keeping the records of all business meetings of the Chapter and meetings of the Board. The Executive Vice President shall preside over meetings when the President is unavailable.

## Section 5. Vice President of Finance and Treasurer.

The Vice President of Finance and Treasurer is an Officer and shall oversee the management of PMI Mass Bay records and finances.

## Section 6. Directors-at-Large

The duties and authority of Directors-at-Large (exact number determined by Special Resolution, as per Section 1 of this Article, are defined in the Chapter’s Board Structure, Nominations, Elections, and Meetings Policy.

## Section 7. Powers.

The Board shall exercise all powers of the Mass Bay Chapter, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, its charter with PMI, and the laws of the Commonwealth of Massachusetts. 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 Chapter business and funds.

## Section 8. Board Meetings.

The Board shall meet at the call of the President, or at the written request of three (3) members of the Board directed to the Secretary and Clerk of record. A quorum shall consist of no less than one-half of the voting members of the Board at any given time. Each officer shall be entitled to one (1) vote and may take part and vote in person or via teleconference. 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 9. Vacancies and Resignations.

The Board of Directors may declare an officer or non-officer position to be vacant where an officer or non-officer ceases to be a member in good standing of PMI or of the Chapter by reason of non-payment of dues, or where the officer or non-officer fails to request to be excused from either two (2) consecutive Board meetings or three (3) Board meetings throughout the program year. An officer or non-officer may resign by submitting written notice to the President or Executive Vice 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 10. Removal.

An officer or non-officer may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the voting members of the Board.

## Section 11. Filling Vacancies.

If any officer or non-officer 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 Executive Vice President 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 any vacant position.



# Article VI – Chapter Nominations and Elections:

## Section 1. Nominations and Elections.

The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of the 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, gender, ethnicity, sexual orientation, ancestry, veteran's status, background or unlawful purpose is prohibited.

## Section 2. Term of Office.

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. Nominating Committee.

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 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. Exclusions.

No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

## Section 5: Election Funds and Resources.

In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of candidates for PMI, Component, or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

# Article VII – Chapter Committees:

## Section 1. Committee Establishment.

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 Chapter Officers and/or Directors can serve on the Chapter Committees unless it is specifically restricted by the Bylaws.

## Section 2. Committee Chairperson.

A chairperson for each committee shall be appointed by the President with the approval of the Board.

# **Article VIII - Chapter Finance:**

## **Section 1. Fiscal Year.**

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

## **Section 2. Chapter Dues.**

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

## **Section 3. Policies and Procedures.**

The 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. Collection of Dues.**

All dues billings, dues collections and dues disbursements shall be performed by PMI.

# **Article IX – Meetings of the Membership:**

## **Section 1. Annual Meeting.**

An annual meeting of the membership shall be held at a date and location to be determined by the Board.

## **Section 2. Special Meetings.**

Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President.

## **Section 3. Notice of Annual Meeting.**

Notice of all annual meetings shall be sent by the Board to all members at least 45 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

## **Section 4. Notice of Special Meetings.**

Notice of all special meetings shall be sent by the Board in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

## **Section 5. Quorum.**

Quorum at all annual and special meetings of the Chapter shall be a minimum of five percent (5%) of those members in good standing, present and in person.

## **Section 6. Meeting Procedures.**

All meetings shall be conducted according to parliamentary procedures determined by the Board.

# Article X - Inurement and Conflict of Interest:

## Section 1. Members.

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

## Section 2. Officers, Directors, Committee Members and Representatives.

No officer, director, appointed committee member or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the 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. Contracts.

Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Chapter and any corporation, partnership, association or other organization in which one or more of Chapter'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:

1. 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;
2. 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;
3. the contract or transaction is fair to Chapter and complies with the laws and regulations of the applicable jurisdiction in which Chapter is incorporated or registered at the time the contract or transaction is authorized, approved, or ratified by the board of directors.

## Section 4. Actions of Representatives.

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

## Section 5. Disclosure.

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 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. Indemnification.

In the event that any person who is or was an officer, director, committee member, or authorized representative of the Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the 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. Qualification for Indemnification.

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. Liability Insurance.

To the extent permitted by applicable law, the 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 Chapter, or is or was serving at the request of the 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. Voting on Amendments.

These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot, present at an annual meeting of the Chapter 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 shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

## Section 2. Proposals.

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. Requirements.

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 Chapter's Charter with PMI.

## **Article XIII – Dissolution:**

### **Section 1. Failure to Act per Bylaws.**

In the event that the 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 dissolve the Chapter.

### **Section 2. Failure to Deliver Value.**

In the event the Chapter failed to deliver value to its members as outlined in Mass Bay Chapter's business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve the Chapter, as per the terms of the Charter.

### **Section 3. Notification of Dissolution.**

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

### **Section 4. Disbursement of Assets.**

Should the Chapter dissolve for any reason, its assets shall be disbursed to a charitable organization designated by the voting membership after the payment of just, reasonable, and supported debts, consistent with applicable legal requirements.