

Article I – Name, Principal Office:

Section 1. This organization shall be called the Project Management Institute, Westchester Chapter, hereinafter “the PMI Westchester Chapter”. This organization is a Chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI®”) and separately incorporated as a non-profit, tax-exempt corporation (or equivalent) organized under the laws of New York State.

Section 2. The principal office of the Chapter shall be located in Westchester County in the state of New York.

Section 3. The PMI Westchester 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 4. The PMI Westchester Chapter shall meet all legal requirements in the jurisdiction(s) in which the PMI Westchester Chapter conducts business or is incorporated/registered.

Article II - Relationship to PMI:

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

Section 3. The terms of the Charter executed between the PMI Westchester Chapter and PMI, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

Article III - Purpose:

Section 1. The objectives of the PMI Westchester Chapter are to:

- A. Advance and support the mission and objectives of the Project Management Institute (PMI) within Westchester County, NY.
- B. Provide a forum for the purpose of the sharing and exchange of project management principles, techniques, practices, and information
- C. Promote the use of project management principles and techniques within local businesses, government, universities and other entities.
- D. Facilitate education in the field of project management.

Article IV - Membership:

Section 1. 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 disability.

Section 2. Membership in the PMI Westchester Chapter requires membership in PMI. The PMI Westchester Chapter shall not accept as members any individuals who have not been accepted as PMI® members, and shall not create its own membership categories.

Section 3. Only members in good standing shall vote and shall hold office. “Members in Good Standing” shall be defined as Chapter Members who have paid both PMI® and Chapter dues and do not appear on the PMI® Member Not Paid list. In the event dues have been paid but not posted, the member must provide a verbal verification (written preferred) from PMI® that dues have been received in order to be considered a Member in Good Standing.

Section 4: Members shall be governed by and abide by the PMI® Bylaws and by the bylaws of the PMI Westchester Chapter and all policies, procedures, rules and directives lawfully made thereunder.

Section 5: All members shall pay the required PMI and Chapter membership dues to PMI and in the event that a member resigns, membership dues shall not be refunded by PMI or the PMI Westchester Chapter.

Section 6: Membership in the PMI Westchester Chapter shall terminate upon the member’s resignation, failure to pay dues or expulsion from membership for just cause.

Section 7: Members who fail to pay the required dues for one (1) month shall be delinquent and their names removed from the official membership list of the PMI Westchester Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI Westchester Chapter to PMI.

Section 8: Upon termination of membership in the PMI Westchester Chapter, the member shall forfeit any and all rights and privileges of membership.

Section 9. The membership database and listings provided by PMI to the PMI Westchester Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI Westchester Chapter, consistent with PMI policies.

Article V – Board of Directors:

Section 1. The PMI Westchester Chapter shall be governed by a Board of Directors (hereby referred to as “Board”) of no more than eight (8) elected officers to serve in the following positions: President, Vice President of Programs, Treasurer, Secretary, Membership Vice President, Career and Professional Development Vice President, Outreach Vice President, and Communications Vice President. The Board shall be responsible for carrying out the purposes and objectives of the Chapter. It is expected that Board members are required to serve at least 20 hours per month on various chapter business.

Section 2. Elections will be held in June of each year with those Board officers elected serving a two (2) year term. Elected officers may not serve more than five consecutive terms, except for the President, in the same officer position. The President may not serve more than two consecutive terms, unless there is no individual willing or able to fulfill that position, he/she may be re-elected for an additional term by a majority vote. Beginning in 2010, a non-retroactive term limit will take effect, limiting elected officers to 2 years consecutive in the same position and 8 years consecutive on the Board of Directors. If there is no individual willing or able to fulfill an open position on the Board, that expiring officer may be re-elected for an additional term by a majority vote. Candidates who are elected shall take office on the first day of July following the election, and shall hold office until June 30 of the second year. Officers will be installed at the June Business Meeting.

Section 3. The Board shall support the core functions of the PMI Westchester Chapter, elected by the membership and shall be members in good standing of PMI® and of the PMI Westchester Chapter. The Board will serve two-year terms of office, staggered so that at least two officers(s) are elected each year. The term of office shall commence July 1 and end June 30.

Section 4. The President shall be the Chief Executive Officer for the PMI Westchester 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 must have served as a Vice President for at least 2 years prior to election. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee. If the President is unable to complete his/her term of office, the Programs Vice President shall serve as President for the remainder of the term.

Section 5. The Programs Vice President responsible for establishing the strategy for, setting the direction of, and overseeing, all of the program activities of the PMI Westchester Chapter, such as monthly meetings and special chapter meeting related events. The content of these activities is to be consistent and in accordance with the objectives of the Chapter. If the Programs Vice President is unable to complete his/her term of office the Board will elect a Vice President-Programs to serve for the remainder of the term.

Section 6. The Secretary shall keep the records of all business meetings of the PMI Westchester Chapter and meetings of the Board, as well as be responsible for managing essential chapter records and providing for efficient communication, electronic and otherwise, among officers. If the Secretary is unable to complete his/her term of office, the Board will elect a Secretary to serve for the remainder of the term.

Section 7. The Treasurer shall oversee the management of funds for duly authorized purposes of the PMI Westchester Chapter and provide all financial reports required by PMI and governmental authorities. The Treasurer will also provide an accurate account of income and expenditures to the Board on a quarterly basis and will keep adequate documentation of expense and income. The Treasurer will provide this documentation upon the request of the President, Vice Presidents, officers or Directors. If the Treasurer is unable to complete his/her term of office, the Board will elect a Treasurer to serve for the remainder of the term.

Section 8. The Membership Vice President shall be responsible for receiving and maintaining the membership database(s), and the mailing list(s) of non-members. Additional responsibilities include providing e-mail and mailing addresses upon Board request to conduct Chapter communications and creating/distributing new member welcome letters and annual membership renewal notices. If the Membership Vice President is unable to complete his/her term of office, the Board will elect a Membership Vice President to serve for the remainder of the term.

Section 9. The Career and Professional Development Vice President shall be responsible for the strategy, setting the direction and overseeing all activities that support our membership's career and professional growth.. The content of these activities is to be consistent and in accordance with the objectives of the Chapter. If the Career and Professional Development Vice President is unable to complete his/her term of office, the Board will elect a Career and Professional Development to serve for the remainder of the term.

Section 10. The Outreach Vice President shall be responsible for managing the academic, business, and community outreach programs that support the Chapter's vision, mission, and goals. If the Outreach Vice President is unable to complete his/her term of office, the Board will elect an Outreach Vice President to serve for the remainder of the term.

Section 11. The Communications Vice President shall be responsible for the timely dissemination of information to and from the Chapter membership, using various tools to accomplish the objective. The Vice-President of Communications is also responsible for any and all web administrator functions and for producing a monthly chapter newsletter. If the Communications Vice President is unable to complete his/her term of office, the Board will elect a Communications Vice President to serve for the remainder of the term.

Section 12. Directors are recommended by a VP, appointed by the President, and approved by the Board. They are non-voting members, and shall be responsible for additional activities of the chapter as defined by, and approved by a majority of the Board. Directors are expected to spend at least 10 to 15 hours per month on chapter related business. If a Director is unable to complete his/her term, the Board will nominate and vote another Director to serve for the remainder of the term. Directors are accountable to the respecting Vice President and can be removed by either written or verbal request of the reporting Vice President.

Section 13 The past one (1) immediate Chapter President is an ex-officio non-voting member of the Board and is not accounted for in terms of quorum count and in matters requiring a vote at the Board level. This Board member is referred to as the Honorary Director.

Section 14. The Board shall exercise all powers of the PMI Westchester Chapter, except as specifically prohibited by these bylaws, the PMI® Bylaws and policies, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and PMI® Bylaws and policies, and to exercise authority over all PMI Westchester Chapter business and funds.

Section 15. The Board shall meet at the call of the President, or at the written request to the

Secretary by 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, electronic mail or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 16. The Board of Directors may declare a position to be vacant where an officer, Vice President, or Director ceases to be a member in good standing of PMI® or of the PMI Westchester by reason of non-payment of dues, or where the officer, Vice President, or Director fails to perform the duties of their position. An officer, Vice President or Director may resign by submitting written notice to the Secretary. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 17: Elected officers and non-elected members may be removed from office for just cause by a two-thirds (2/3) vote of the Board.

Section 18. Officers of PMI Westchester, NY must meet the following membership criteria:

1. Must be a PMI Westchester member in good standing for at least 1 year prior to the election
2. PMP strongly preferred, but not required
3. Must have served as a Director or Program Manager in the PMI Westchester Chapter for at least 1 year prior to the election.
4. Must have expressed a commitment to fulfill the duties of the applicable officer and demonstrated knowledge of PMI Westchester operations, as judged by the Nominating Committee
5. Must be an active participant at PMI Westchester programs

Article VI – Nominations and Elections:

Section 1. The nomination and election of officers shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1. All voting members in good standing of the PMI Westchester 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 to all voting members in good standing: (a) during an annual meeting of the membership, and/or b) by mail

ballot and/or (c) by secure electronic means. 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.

Article VII – 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 are appointed by the President for a term of one (1) year, unless otherwise specified. These terms may be dissolved, renewed, or extended with the President and Board approval.

Section 2. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board for no more than a one (1) year term. This term may be renewed or extended as in Section 1. Committee members must be Chapter members.

Section 3. A committee chairperson, who is not an elected officer, may participate in Board meetings as a non-voting member at the invitation of an officer

Article VIII - Finance:

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

Section 2. Annual membership dues shall be set by the Board and communicated to PMI in accordance with policies and procedures established by the PMI Board of Directors.

Section 3. The Board shall establish policies and procedures to govern the management of its finances and shall assist, where necessary, in the submission of 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.

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.

Section 3. Notice of all annual and special 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 4. A quorum at all annual and special meetings of the PMI Westchester Chapter shall be five percent (5%) of the voting membership in good standing, present in person.

Section 5. 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 Westchester Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI Westchester Chapter, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the PMI Westchester Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI Westchester 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. The PMI Westchester Chapter may engage in contracts or transactions with members, elected officers of the Board, appointed committee members or authorized representatives of the PMI Westchester Chapter and any corporation, partnership, association or other organization in which one or more of PMI Westchester Chapter's officers, appointed committee members or authorized representatives are: 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 the PMI Westchester Chapter and complies with the laws and regulations of the applicable jurisdiction in which the PMI Westchester Chapter 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 Westchester Chapter shall act in an independent manner consistent with their obligations to the PMI Westchester Chapter 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 Westchester 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 PMI Westchester Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI Westchester 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 PMI Westchester 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 PMI Westchester Chapter, or is or was serving at the request of the PMI Westchester 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 present at an annual or special meeting of the PMI Westchester Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by Electronic 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, by Electronic Mail, to the membership at least fifteen (15) 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 Westchester Chapter's Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the PMI Westchester Chapter or its governing officers failed to act according to these bylaws or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the PMI Westchester Chapter.

Section 2. In the event the PMI Westchester Chapter failed to deliver value to its members as outlined in PMI Westchester Chapter's business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve the PMI Westchester Chapter, as per the terms of the Charter.

Section 3. In the event the PMI Westchester Chapter is considering dissolving the PMI Westchester Chapter, 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. Should the PMI Westchester Chapter 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.

Article XIV – Implementation of these Bylaws:

Section 1. These bylaws shall take effect immediately following their approval by the members pursuant to Article XII.

Section 2. Upon the effective date of these bylaws, all Board members who have not been duly elected by the membership will be non-voting members of the Board until the end of their appointments.

Section 3. The terms of the current President and Vice President-Programs shall end June 30, 2012, whereupon the Vice President-Programs may be re-elected to an additional term of office.

Section 4. The terms of the Treasurer and Secretary elected in June 2009 shall end June 30, 2011 whereupon either may be re-elected to an additional term of office pursuant to the terms of Article V.

Section 5. The positions of Director of Membership elected June 2009, two (2) Directors at Large elected in December 2009, and Director of Outreach elected in December 2008, will not be up for re-election. A new election will be held in May of 2011 for the positions of Secretary, Treasurer, Membership Vice President, Career and Professional Development Vice President, Communication Vice President, and Outreach Vice President.

Section 6. The positions of Director at Large, elected in June 2010, shall end June 30, 2012 whereupon those positions will not be up for re-election. If either position becomes vacant prior to the expiration date, a replacement will not be pursued to fulfill the rest of the term.

Section 7. The two Vice Presidents elected in May 2011 who receive the largest number of votes will serve for two year terms. The remaining two Vice Presidents will serve for one year terms. Should the vote be tied, the nominating committee shall select the two officers serving one year term through a random, blind selection