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PMI Heartland Nebraska / Iowa Chapter Bylaws

Article I – Name, Principal Office; Other Offices:

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Heartland Nebraska / Iowa Chapter, Inc. (hereinafter "PMIH "). 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 the State of Nebraska. All Chapters formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. Legal Requirements.

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

Section 3. Principal Office; Other Offices.

The principal office of PMIH shall be located in Omaha, Nebraska. PMIH may have other offices such as Branch offices as designated by the PMIH Board of Directors (hereinafter the "Board").

Article II – Relationship to PMI:

Section 1. PMIH 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 PMIH 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 PMIH’s Charter with PMI®.

Section 3. The terms of the Charter executed between PMIH 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, PMIH shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of PMIH:

Section 1. Purpose of PMIH.

- A. General Purpose. PMIH has been founded as non-profit, tax-exempt corporation chartered by PMI®, and is dedicated to advancing the practice, science, and profession

of project management in Eastern Nebraska and Western Iowa in a conscious and proactive manner.

- B. Specific Purposes. Consistent with the terms of the Charter executed between PMIH and PMI® and these PMIH Bylaws, the purposes of PMIH 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 stimulate appropriate global application of project management for the benefit of general public.
 - d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others interested and involved in project management.
 - e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
 - f) Encourage and facilitate education, certification, and professionalism in Project Management.
 - g) Provide a forum for discussion and examination of problems, solutions, applications, and ideas related to the management of projects and to foster communication between public and private sectors regarding project management.
 - h) Disseminate, within the primary area of operation of PMIH, information regarding developments in project management.

Section 2. Limitations of PMIH

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

Section 1. General Membership Provisions

- A. Membership in PMIH requires membership in PMI®. PMIH 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, gender, color, age, sex, marital status, national origin, religion, sexual orientation or physical or mental disability.

- B. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of PMIH and all policies, procedures, rules and directives lawfully made hereunder including but not limited to the PMI® Code of Conduct.
- C. All members shall pay the required PMI® and PMIH 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 PMIH.
- D. Membership in PMIH 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 PMIH. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and PMIH to PMI within such one month delinquent period.
- F. Upon termination of membership in PMIH, the member shall forfeit any and all rights and privileges of membership.

Section 2. Classes and Categories of Members. PMIH shall not create its own membership categories. PMIH membership categories shall be consistent with PMI® membership categories.

Article V – PMIH Board of Directors:

Section 1.

PMIH shall be governed by a Board of Directors (Board); the Board shall be responsible for carrying out the purpose and objectives of the non-profit corporation. The Board shall consist of three (3) to eleven (11) at large, voting Board members. Three (3) of these voting Board members shall be appointed and serve as the Officers of the Chapter consistent with the requirements of Article V, Sections 3 through 6 below.

Section 2. The Board shall consist of the officers of PMIH elected by the membership and shall be members in good standing of PMI® and of PMIH. The terms of office for the Officers shall be 2 consecutive years, limited to two consecutive terms (4 years) in the same position, and no more than eight (8) consecutive years on the Board in general, with exception of the Immediate Past President contained in this Article V, Section 6.

Section 3. The Chapter President shall be the chief executive officer for PMIH 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 Chapter President shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominating and Election Committee.

Section 4. The Vice President of Administration shall serve as Chapter Secretary or can designate a Director to serve as Secretary, and shall keep adequate records of all proceedings, actions, and meetings of the Chapter and Board of Directors, and keep all legal and contractual

documentation. Additionally, the Vice President of Administration shall preside over Board meetings in the absence of the Chapter President.

Section 5. The Vice President of Finance shall serve as Treasurer and is responsible for the Chapter's financial reporting and management, including the preparation of an annual financial budget, tax filing and tracking the Chapter's expenses and income and oversee the management of funds for duly authorized purposes of PMIH.

Section 6. The Immediate Past President is a non-voting Board member for a term of 1 year immediately after successful completion of their full term as President and shall act as an advisor to the Board and responsible for duties as appointed by the Board.

Section 7. Director at Large (up to 8 additional positions), the duties and authority of the Directors at Large shall include, but not be limited to:

- A. Provide operational guidance on the activities of one (or more) portfolio areas.
- B. Provide monthly updates to the Board on portfolio activities
- C. Act as "sponsors" for projects assigned to their portfolio area.
- D. Once they have one year of service on the Board, act as a mentor to emerging leaders in their portfolio area grooming them for future volunteer leadership opportunities.
- E. Annually collaborate on the preparation and submission of the budget for their portfolio area

Section 8. The Board shall exercise all powers of PMIH, 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 PMIH business and funds.

Section 9. The Board shall meet at the call of the Chapter President or at the call of the Vice President of Administration after they receive written request of three (3) members of the Board. A call for a meeting must be sent at a reasonably presumed time to be received by the membership. A quorum shall consist of no less than one-half of the membership of the Board at the given time of any vote. Each member shall be entitled to one (1) vote and may take part and vote verbally, electronically or by proxy. At its discretion, the Board may conduct its business by teleconference, facsimile, email or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 10. The Board of Directors may declare a Board Officer or Director at Large position to be vacant where a Board Officer or Director at Large ceases to be a member in good standing of

PMI® or of PMIH by reason of non-payment of dues. A Board Officer or Director at Large may resign by submitting written notice to the Chapter 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 11. A Board 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 two-thirds (2/3) vote of the Board.

Section 12. If any Board 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 Chapter President is unable or unwilling to complete their term of office, the Board of Directors shall appoint a new President to complete the balance of the former President's term from among their own ranks.

Article VI – PMIH Nominations and Elections:

Section 1. The nomination and election of officers shall be conducted and completed annually by or before the end of September 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 PMIH 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, sexual orientation, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating and Election 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 in an Elections policy approved by 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 and Election Committee or tellers designated by the Board.

Section 4. No current member of the Nominating and Election 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 and Election Committee, or other applicable body designated by the Board, will be the sole distributor(s) of all election materials for Chapter elected positions.

Article VII – PMIH 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 PMIH officers and/or Directors can serve on the PMIH 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 Board Officer who established the committee with approval of the board.

Article VIII – PMIH Finance:

Section 1. The fiscal year of PMIH shall be from 1 January to 31 December.

Section 2. PMIH 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. The PMIH 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. The Board shall demonstrate fiscal responsibility in its actions, as it is the steward of Chapter funds. Due diligence shall be used when spending Chapter funds and entering into contracts on behalf of the Chapter.

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 Chapter President; by a majority of the Board; or by petition of ten percent (10%) of the voting membership directed to the Chapter 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 an annual business meeting or special meetings of PMIH 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 PMIH shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of PMIH, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of PMIH shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by PMIH 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. PMIH may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMIH and any corporation, partnership, association or other organization in which one or more of PMIH'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 the Board's final decision to enter into the 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 PMIH and complies with the laws and regulations of the applicable jurisdiction in which PMIH is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

Section 4. All officers, directors, appointed committee members and authorized representatives of PMIH shall act in an independent manner consistent with their obligations to PMIH 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 PMIH 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. A person who refrains from voting for this purpose shall not be part of the Quorum (where required) for the subject vote.

Article XI - Indemnification:

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of PMIH, acting in good faith and in a manner reasonably believed to be in the best interests of PMIH, 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, PMIH 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 PMIH, or is or was serving at the request of PMIH 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, present at an annual meeting of PMIH 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 PMIH’s Charter with PMI®.

Article XIII – Dissolution:

Section 1. In the event that PMIH 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 PMIH Charter and require the Chapter to seek dissolution.

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

Section 3. In the event PMIH is considering dissolving, the PMIH’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 PMIH dissolve for any reason, its assets shall be dispersed to an eligible non-profit 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.