

Project Management Institute, Heartland Chapter, Inc. By-laws

(Approved April 2008, Effective January 2009)

This document is referred to hereinafter as the “Heartland 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 Chapter, Inc. (hereinafter "Heartland Chapter"). This organization is a Component chartered by the Project Management Institute, Inc. (hereinafter “PMI[®]”) and separately incorporated as a non-profit, tax-exempt corporation organized under the laws of the State of Nebraska.

Section 2. Principal Office; Other Offices.

The principal office of the Heartland Chapter shall be located in the State of Nebraska, either in Omaha or in surrounding suburbs. The Heartland Chapter may have other offices such as Branch offices as designated by the Heartland Chapter Board of Directors (hereinafter the “Board”).

Article II – Relationship to PMI[®]

First, the Heartland Chapter is responsible to the members of the Heartland Chapter. Additionally, the Heartland Chapter intends to fully support policies, procedures, and directives lawfully adopted by the PMI[®] Board of Directors.

Article III – Purpose and Limitations

Section 1. Purpose of the Heartland Chapter

- A. General Purpose. The Heartland Chapter 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 the Heartland Chapter and PMI[®] and these Heartland Chapter Bylaws, the purposes of the Heartland Chapter shall include but are not limited to the following:
 - a) Encourage and facilitate education, certification, and professionalism in Project Management.
 - b) 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.
 - c) Disseminate, within the primary area of operation of the Heartland Chapter, information regarding developments in project management.
 - d) To foster professionalism in the management of projects.
 - e) To contribute to the quality and scope of project management.
 - f) To stimulate appropriate global application of project management for the benefit of general public.
 - g) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others interested and involved in project management.
 - h) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

Section 2. Limitations of the Heartland Chapter

- A. General Limitations. The purposes and activities of the Heartland Chapter shall be subject to limitations set forth in the charter agreement and in these Heartland Chapter Bylaws, and conducted consistent with Heartland Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI® to the Heartland Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Heartland 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.
- C. The Heartland Chapter Board shall be solely accountable for the planning and operations of the Heartland Chapter.

Article IV – Heartland Chapter Membership

Section 1. General Membership Provisions

- A. Membership in the Heartland Chapter requires membership in PMI®. A Heartland Chapter member in good standing is a Heartland Chapter member as recorded by PMI®.
- B. Membership in this organization is voluntary and shall be open to any PMI® member interested in furthering the Purpose of the Heartland Chapter (above). Membership shall be open to all PMI® members without regard to race, creed, gender, color, age, marital status, national origin, religion, or physical or mental disability.
- C. Members shall be governed by and abide by the PMI® Bylaws and by the Heartland Chapter Bylaws and all policies, procedures, rules and directives lawfully made hereunder, including but not limited to the PMI® Code of Conduct.
- D. All members shall pay the required PMI® and Heartland Chapter membership dues to PMI®. Membership dues are not refundable.
- E. Membership in the Heartland Chapter shall terminate upon the member's resignation, failure to pay dues, or expulsion from membership for just cause. For non-payment of dues, there shall be a grace period of one month.
- F. Upon termination of membership in the Heartland Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. All members of the Heartland Chapter who are in good standing are eligible to vote and hold office.

Article V - Officers

Section 1. The officers of the Heartland Chapter (hereinafter "Officers") shall be: President, Vice President, Secretary, Vice President of Finance, Vice President of Programs, Vice President of Education and Certification, Vice President of Membership, Vice President of Communications, and Immediate Past President.

Section 2. The President shall be the chief executive officer for the Heartland Chapter and of the Board, and shall make all required appointments with the approval of the Board.

Section 3. The Secretary shall keep the records of all business meetings of the Heartland Chapter and meetings of the Board.

Section 4. The Vice President of Finance shall serve as Treasurer and oversee the management of funds for duly authorized purposes of the Heartland Chapter.

Section 5. The Vice President aids the President in the operation of the Heartland Chapter, serves in a Presidential capacity when the President is absent, and performs other duties as specified by the President.

Section 6. The Vice President of Membership is responsible for the development and maintenance of the Heartland Chapter membership plan that assures continued growth through recruiting new members, retaining existing members, and marketing Heartland Chapter services to major area employers.

Section 7. The Vice President of Education and Certification is responsible for promoting the project management profession through the development of educational publications, seminars, and workshops designed to enhance and expand the skills and knowledge of project managers.

Section 8. The Vice President of Programs is responsible for the development and delivery of programs relating to project management for each scheduled Heartland Chapter meeting, including the annual ProDev (professional development day). The content of these programs is to be consistent and in accordance with the objectives of the Heartland Chapter and with approval of the Heartland Chapter Board.

Section 9. The Vice President of Communications is responsible for the timely dissemination of information both to and from the Heartland Chapter membership. In addition, the position also includes publicizing the Heartland Chapter and PMI® to internal and external publications and to local businesses.

Section 10. The Immediate Past President will act as an advisor to all Officers and is a Heartland Chapter Board member. The purpose of this position is to provide continuity between consecutive boards.

Section 11. The Heartland Chapter shall elect each Officer, except the Immediate Past President. Membership shall elect Officers at each annual election; the Board shall elect Officers to fill vacancies between elections.

Section 12. Terms of office for the Officers shall be one year and limited to two (2) consecutive elected terms in the same officer position. When any person has served in any combination of officer positions for five continuous years, they become ineligible to appear on the next annual ballot and may not serve in an officer position until after the start of the next Board term.

Article VI – Board of Directors

Section 1. The Board shall consist of the Officers of the Heartland Chapter.

Section 2: The Board shall govern the Heartland Chapter. It shall be responsible for carrying out the Purpose of the Heartland Chapter (above). It shall adopt and publish such policies, procedures, and rules as may be necessary to exercise authority over all Heartland Chapter business and funds.

Section 3. The Board shall meet at the call of the President or at the written request of three (3) members of the Board. A quorum shall consist of more than one-half of the membership of the Board at the time of the meeting. Each member shall be entitled to one (1) vote. 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 procedures determined by the Board.

Section 4. The Board may declare an Officer position to be vacant when an Officer ceases to be a member in good standing of PMI® and the Heartland Chapter, or where the Officer fails to attend two (2) consecutive Board meetings. An Officer may resign by submitting written or electronic notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board.

Section 5: The membership may remove an Officer by a minimum two-thirds (2/3) vote of members present and in person at an official meeting of the membership at which there is quorum. The Board may remove an Officer by a minimum two-thirds (2/3) vote of members present at a Board meeting at which there is quorum.

Section 6: In the event the President is unable or unwilling to complete the current term of office, the President-elect shall assume the duties and office of the President for the remainder of the term. If there is

no President elect, the Vice President shall assume the duties and office of President for the remainder of the term. If any other officer position becomes vacant, the President shall nominate and the Board may elect a successor to fill the office for the unexpired portion of the term.

Section 7: Officers elected in annual elections shall serve an intern six-month overlap period with the current office holder.

Section 8: No person may serve in two board positions at the same time.

Article VII – Nominations and Elections

Section 1. The Chapter shall conduct nomination and election of Officers annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. The Chapter shall not discriminate in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, or physical or mental disability.

Section 2. Candidates who are elected shall take office on the first day of January following their election.

Section 3. A Nominating Committee shall prepare a list of nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election.

Section 4. Elections shall be conducted during a formal meeting of the membership or (at the discretion of the Board) through online balloting on the Heartland Chapter web site. The candidate who receives the most votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 5. The list of nominees for election cannot include any individual that has served on the current Nominating Committee.

Section 6. The Nominations Committee shall schedule the election to support the overlap period as defined in Article V section 8.

Section 7: The Heartland Chapter shall not use Heartland Chapter funds or resources to support the election of any candidate or group of candidates for PMI[®], PMI[®] Component, Heartland Chapter, or public office.

Article VIII – Committees:

Any Board Member may authorize the establishment of standing or temporary committees supporting their office. A charter shall be established for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board with direction provided by the authorizing Board Member.

Article IX – Finance:

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

Section 2. The Heartland Chapter Board shall set Heartland Chapter annual membership dues in accordance with policies and procedures established by PMI[®].

Article X – 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. The Board shall send notice of all annual meetings to all members at least 21 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 3. 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 4. The Board shall send an advance notice at least 21 days in advance of all special meetings to the membership. 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 at all annual and special meetings of the Heartland Chapter shall be more than ten percent (10%) of the members in good standing, to include more than 50% of Heartland Chapter Board. The members of the quorum must be present in person.

Section 6. All meetings shall be conducted according to regular procedures determined by the Board.

Article XI - Conflict of Interest:

Section 1. No member of the Heartland Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Heartland Chapter, except as otherwise provided in the Heartland Chapter Bylaws.

Section 2. No Officer, appointed committee member or authorized representative of the Heartland Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Heartland Chapter of actual and reasonable expenses incurred by an Officer, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. The Heartland Chapter may engage in contracts or transactions with members, Officers, appointed committee members or authorized representatives of the Heartland Chapter and any corporation, partnership, association or other organization in which one or more of Heartland Chapter's Officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided all 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 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 Board who do not have an interest in the transaction or contract; and
- C. The contract or transaction is fair to the Heartland Chapter and complies with the laws and regulations of the state of Nebraska at the time the contract or transaction is authorized, approved or ratified by the Board.

Section 4. All Officers, appointed committee members and authorized representatives of the Heartland Chapter shall act in an independent manner consistent with their obligations to the Heartland Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All Officers, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Heartland 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 XII – Indemnification

Section 1. In the event that any person who is or was an Officer, committee member, or authorized representative of the Heartland Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Heartland 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 Heartland Chapter), 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 State of Nebraska. 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 the Heartland Chapter Bylaws.

Section 3. To the extent permitted by applicable law, the Heartland Chapter shall purchase and maintain liability insurance on behalf of any person who is or was an Officer, employee, trustee, agent or authorized representative of the Heartland Chapter, or is or was serving at the request of the Heartland 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 XIII - Amendments

Only the Heartland Chapter Board may make amendments to the Heartland Chapter Bylaws. The Heartland Chapter membership may petition the Board to consider amendments approved by a majority vote of the Heartland Chapter Members in attendance at the annual business meeting or a special business meeting at which there is a quorum. The Board would then review and vote on the petition at the next regularly held Board Meeting, with the results communicated to the Heartland Chapter by the next regularly scheduled Heartland Chapter Meeting. All Bylaw amendments will be sent to the PMI® Executive Office to be included in the Heartland Chapter's file.

Article XIV – Dissolution

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

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

Section 3. In the event the Heartland Chapter is considering to dissolve the Heartland Chapter. The Heartland 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. Should the Heartland 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.