



Project Management Institute – Houston Chapter, Inc.

BYLAWS

Article I – Name, Principal Office; Other Offices

Section 1. Name/Non-Profit Incorporation

This organization shall be called the Project Management Institute, Houston Chapter, Inc. (hereinafter the “Houston Chapter”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI[®]”) and separately incorporated as a 501(c)(6) non-profit, tax exempt corporation organized under the laws of the STATE OF TEXAS. All Chapters formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. The Houston Chapter shall meet all legal requirements in the jurisdiction(s) in which the Houston Chapter conducts business and is incorporated.

Section 3. Principal Office; Other Offices

The principal office of the Houston Chapter shall be located in the Metropolitan Houston Area in the State of Texas of the United States of America. The Houston Chapter may have other offices such as Branch offices as designated by the Houston Chapter Board of Directors.

Article II – Relationship to PMI[®]

Section 1. The Houston 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 Houston 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 Houston Chapter’s Charter with PMI[®], dated 1 January 2012.

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

Article III – Purpose and Limitations of the Houston Chapter

Section 1. Purpose of the Houston Chapter

- A. General Purpose. The Houston Chapter has been founded as a 501(c)(6)non-profit, tax exempt corporation chartered by PMI[®], and is dedicated to advancing the practice, science, and profession of project management in the Metropolitan Houston Area in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the Houston Chapter and PMI[®] and these Bylaws, the purposes of the Houston Chapter shall include the following:
 1. To advance the general and specific purposes of the project management Institute, Inc.

2. Promote professional project management principles and techniques within local businesses, government, universities and other entities.
3. To advance the practice and profession of project management by partnering with other professional organizations dedicated to the advancement of professional project management practices, objectives and ideals.
4. Develop a growing and committed membership of local project management professionals through effective communication, leadership, and recruitment plans
5. Create and deliver educational, learning, and development programs that strengthen project management skills.
6. Create networking opportunities for project management practitioners by providing a forum for discussion and examination of problems, solutions, applications and ideas related to the management of projects.
7. To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

Section 2. Limitations of the Houston Chapter

- A. General Limitations. The purposes and activities of the Houston Chapter shall be subject to limitations set forth in the Charter Agreement, these Bylaws, and conducted consistently with the Houston Chapter's Articles of Incorporation.
- B. The membership database and listings provided by PMI® to the Houston Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Houston Chapter, consistent with PMI® policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the Houston Chapter 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 – Houston Chapter Membership

Section 1. General Membership Provisions

- A. Membership in the Houston Chapter requires membership in PMI®. The Houston 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.

- B. Members shall be governed by and abide by the PMI® Bylaws and by these Bylaws of the Houston Chapter and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI® Code of Conduct.
- C. All members shall pay the required PMI® and Houston Chapter membership dues to PMI® and in the event that a member resigns or their membership is revoked, membership dues shall not be refunded by PMI® or the Houston Chapter.
- D. Membership in the Houston Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from PMI Houston membership for just cause.
- E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the Houston Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Houston Chapter to PMI within such

one month delinquent period.

- F. Upon termination of membership in the Houston Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. Only regular individual members in good standing are eligible to vote on matters concerning the Houston Chapter, or run for an elected position on the Board. Student and retired status memberships are not allowed to vote or run for office. Eligibility to run for an elected position is detailed in the Chapter Policy Manual..

Section 2. Classes and Categories of Members: The Houston Chapter shall not create its own membership categories. PMI[®] chapter membership categories shall be consistent with PMI[®] membership categories.

Article V – Houston Chapter Board of Directors

Section 1. The Houston Chapter shall be governed by an elected Board of Directors (hereinafter the “Board”). The Board shall be responsible for carrying out the purposes and objectives of the non-profit, tax exempt corporation. The Board shall uphold and execute the organization’s purposes, appoint and remunerate agents and employees, disburse funds of the Chapter, purchase, lease, sell, transfer, and otherwise convey property, and establish and adopt such policies, rules, and regulations for the conduct of its business, responsibility, and authority, insofar as any exercise or delegation or authority is consistent with, and does not conflict with, the Articles of Incorporation, these bylaws, or applicable law.

Section 2. The Board shall consist of the Officers of the PMI Houston Chapter elected by the membership. Officers shall be members in good standing of PMI and of the PMI Houston Chapter. The number of Officers shall not be less than 11. Terms of office for the Officers (Vice Presidents) shall be 2 years, limited to 2 consecutive elected terms in the same position, and no more than 10 consecutive years on the Board in general. These positions are staggered so that ½ of the officers are elected each year. Additional information regarding the qualifications, duties, and other matters regarding the eligibility of potential Officers is detailed in the PMI Houston Nomination Policy and PMI Houston Structure Guide.

Section 3. The Board of Directors shall provide for by resolution the time and place, either within or without the State of Texas, for the holding of the regular meeting(s) of the Board. However, there shall never be less than one annual meeting of the Board of Directors.

Section 4. Special meetings of the Board of Directors may be called by or at the request of the President, or any two Officers. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Section 5. Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of that Board or committee, respectively, by means of conference telephone, video conference, or similar communication equipment, provided that all persons participating in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

Section 6. Notice of any meeting of the Board of Directors shall be given at least (5) business days previously thereto by oral or written notice delivered personally or sent by mail, email, facsimile or messenger to each Officer at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is delivered. Any Officer may waive notice of any meeting. The attendance of an Officer at any meeting shall constitute a waiver or notice of such meeting, except when an Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting

of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7. A majority of the Board of Directors, but never less than three (3), shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum is present at said meeting, a majority of the Officers present may adjourn the meeting from time to time without further notice.

Section 8. The act of a majority of the Officers present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the PMI Houston Chapter by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the 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. An officer or Director at Large may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 11. If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Senior VP External shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

Section 12. Compensation. Officers as such shall not receive any stated salaries for their services. Officers may be reimbursed for reasonable and necessary expenses accompanied with a receipt with approval of the Board of Directors. Nothing herein contained shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving compensation therefor.

Section 13. Informal Action by the Board of Directors. Any action required by law to be taken at a meeting of Officers, or any action which may be taken at a meeting of Officers, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a sufficient number of Officers as would be necessary to take that action at a meeting at which all the Officers were present and voted. Each such written consent shall be delivered, by hand or certified or registered mail, return receipt requested, to the officer or agent of the Corporation having custody of the Corporation's minute book. A written consent signed by less than all of the Officers is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this Article, a consent or consents signed by the required number of Officers is delivered to the Corporation as provided in this Article. For purposes of this Article, an email or similar transmission by an Officer or a photographic, photostatic, facsimile or similar reproduction of a writing signed by an Officer shall be regarded as signed by the Officer.

Section 14 Any Officer may resign by giving written notice to the President. The resignation shall be effective at the next called meeting of the Board of Directors, of which meeting the resigning Officer shall receive notice.

Section 15. Removal. Any Officer may be removed for just cause by two thirds of the remaining Officers.

Section 16. The President shall be the chief executive officer for the Houston 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 17. The Vice President of Financial Affairs- shall oversee the management of funds for duly authorized purposes of the Houston Chapter.

Section 18. Senior Vice President – External Operations - shall be responsible for the oversight of the Vice Presidents of the Marketing, Outreach and E-Business committees, the Project Manager for the Annual Conference and the annual review of chapter policies.

Section 19. Senior Vice President – Internal Operations - shall be responsible for the oversight of the Vice Presidents of the Professional Development, Programs and Membership committees, Organizer of the Senior Leadership Team meetings and Assistant Project Manager for the Annual Conference.

Section 20. Immediate Past President – shall be responsible for the mentorship of the President, the submission of the Chapter of the Year, and the liaison to the University of Houston Endowment.

Section 21. Vice President Membership – shall oversee the needs of the members of the Houston Chapter.

Section 22. Vice President Programs- shall oversee the program needs of the members of the Houston Chapter.

Section 23. Vice President Professional Development- shall oversee educational and development opportunities provided by the Houston Chapter.

Section 24. Vice President E-Business- shall oversee all the Information Technology of the Houston Chapter.

Section 25. Vice President Marketing- shall oversee promoting awareness of PMI Houston to the public with a goal of increasing the understanding of and goodwill towards the Houston Chapter.

Section 26. Vice President Outreach- shall oversee the activities to build bridges to PMI Houston Chapter through four outreach programs- Community, Academic, Corporate and Government.

Article VI – HOUSTON CHAPTER Nominations, Elections and Succession of Officers:

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI. All voting members in good standing of the Houston 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. The officers of the Houston Chapter shall be a President, Senior Vice President – External Operations, Senior Vice President – Internal Operations, Vice President – Financial Affairs, and the Immediate Past President.

Section 3. 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 4. A Nominating Committee shall prepare a slate containing nominees for each Officer 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 (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 5. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 6. In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Chapter may be used to support the election of any candidate or group of candidates for PMI, Chapter or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf

of a candidate shall be permitted. The Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

Article VII – HOUSTON CHAPTER Committees

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization.

These Standing and Temporary Committees shall have no authority to act on behalf of the full PMI Houston Chapter Board of Directors, except as otherwise provided herein, and shall be established for purposes of assisting the full Board of Directors with respect to the fulfillment of its duties and responsibilities by enabling the Board to acquire in-depth experience and understanding of governing.

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

Section 2. All committee members and a director for each committee shall be appointed by the Board Member they will report to upon approval of the Board.

See the Houston Chapter Structure Guide for detail definitions of standing and temporary committees.

Article VIII -HOUSTON CHAPTER Finance

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

Section 2. The Houston Chapter annual membership dues shall be set by the Houston Chapter's Board and communicated to PMI[®] in accordance with policies and procedures established by PMI[®].

Section 3. The Houston Chapter Board shall establish policies and procedures consistent with PMI[®] to govern the management of its finances and shall submit required tax filings to appropriate government authorities. These procedures shall be identified and defined in the Houston Chapter Financial Policy Manual to include all policies and procedures used to protect assets, ensure reliable information and reports, promote efficient operations, and urge adherence to Houston Chapter policies. Also defined in the Policy Manual shall be the financial approval thresholds and signature authority required to enter into any contract or execute and deliver any instrument the name and on behalf of, the Houston Chapter.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI[®].

Article IX – Meetings of the Membership

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board. Notice of all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 2. Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the 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 all annual and special meetings of the Houston Chapter shall be those members in good standing, present and in person or be five percent (5%) of the voting membership in good standing, present and in person. A majority vote of those voting is necessary to transact any business brought before the membership, including the election of officers, except as otherwise noted in these bylaws.

Section 4. All meetings shall be conducted in accordance with parliamentary procedures as documented in the latest edition of *Robert's Rules of Order Newly Revised (RONR)* as determined by the Board.

Section 5. Members in good standing are entitled to attend general and special meetings; to vote on all questions coming before the membership; to hold office and serve on standing or special committees. Members are welcome to attend meetings of the Board and to participate in discussions on matters before the Board, but without a vote on matters before the Board.

Article X - Inurement and Conflict of Interest:

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

Section 2. No officer, director, appointed committee member or authorized representative of the Houston Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Houston 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 Houston Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the Houston Chapter and any corporation, partnership, association or other organization in which one (1) or more of Houston 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:

- 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 Houston Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Houston 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 Houston Chapter shall act in an independent manner consistent with their obligations to the Houston 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 Houston 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, director, committee member, or authorized representative of the Houston Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Houston 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 Houston 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 Houston Chapter, or is or was serving at the request of the Houston 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

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 meeting or duly called meeting of the Houston Chapter; or the bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by mail or digital ballot (e.g. email) 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 provided in written or digital format to members in good standing at least thirty (30) days before such amendments may be voted on.

Section 2. Amendments to the Bylaws 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 for amendment by the Board with or without.

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 HOUSTON CHAPTER'S Charter with PMI[®].

Article XIV – Dissolution:

Section 1. In the event that the Houston Chapter or its governing officers failed to act according to these Bylaws and the Houston Chapter's or all PMI[®] policies, procedures, and rules outlined in the Charter Agreement, PMI[®] has a right to revoke the Houston Chapter charter and require the chapter to seek dissolution.

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

Section 3. In the event the Houston Chapter is considering dissolution of the Houston Chapter, the Houston Chapter's members of the Board of Directors must notify PMI[®] in writing and follow the chapter dissolution procedure as defined in PMI[®]'s policy.

Section 4. Should the Houston 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.

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.