



Building professionalism in project management.™

Project Management Institute
Houston Chapter, Inc.

Project Management Institute – Houston Chapter, Inc. BYLAWS
Approved by the PMI Board 2011 Revision R-7

Article I – Name, Principal Office; Other Offices.

Section 1.01 - 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.

Section 1.02 – Governing Legal Requirements

The HOUSTON CHAPTER shall meet all legal requirements in the jurisdiction(s) in which the HOUSTON CHAPTER conducts business and is incorporated.

Section 1.03 - 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 2.01 – Responsibility to PMI®.

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 2.02 – Consistency with PMI®

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 Agreement with PMI®, dated October 6, 2001.

Section 2.03 – Precedence of the Chapter.

The terms of the Charter Agreement 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 Agreement and the terms of these Bylaws, the HOUSTON CHAPTER shall be governed by and adhere to the terms of the Charter Agreement.

Article III – Purpose and Limitations of the HOUSTON CHAPTER.

Section 3.01 - 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 Agreement 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 an educational, learning, and development program that strengthens local 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 3.02 - 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 Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI®'s Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV – HOUSTON CHAPTER Membership.

Section 4.01 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.
- B. 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.
- C. Classes and Categories of Members. The HOUSTON CHAPTER shall not create its own membership categories. PMI® Component membership categories shall be consistent with PMI® membership categories.
- D. 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 Ethics and Professional Conduct.
- E. 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.
- F. Membership in the HOUSTON CHAPTER shall terminate upon the member's resignation, failure to pay dues or expulsion from membership *for just cause 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 present at a Board meeting.
- G. Members who fail to pay the required dues when due and are delinquent for a period of two (2) months shall have 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 two (2) month delinquent period.
- H. Upon termination of membership in the HOUSTON CHAPTER, the member shall forfeit any and all rights and privileges of membership.
- I. Any person shall be eligible to volunteer and assist the HOUSTON CHAPTER (i.e. such as a Committee member or Director reporting to a member of the Board of Directors), but shall NOT be eligible for any rights or privileges of membership solely by virtue of volunteering
- J. Only members in good standing are eligible to vote on matters concerning the HOUSTON CHAPTER.

Article V – HOUSTON CHAPTER Board of Directors:

Section 5.01 - Overall Responsibilities

The HOUSTON CHAPTER shall be governed by a Board of Directors (hereinafter the "BOARD"). The Board shall be responsible for carrying out the purposes and objectives of the 501(c)(6) non-profit, tax exempt corporations. The qualifications, manner of selection, duties, terms, and other matters relating to the Board shall be provided in the bylaws. The initial Board of Directors shall consist of Eleven persons. The number of directors may be increased or decreased by amendment of the Structure Definition Document

Section 5.02 – Overall Power of The Board.

The Board shall exercise all powers of the HOUSTON CHAPTER, except as specifically prohibited by these Bylaws, the PMI® Bylaws and policies, its Charter Agreement with PMI®, and the laws of the jurisdiction in which the organization is incorporated. 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 HOUSTON CHAPTER business and funds.

Section 5.03 - Delegation of Authority

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 as will be deemed advisable, insofar as any exercise or delegation of authority is consistent with, and does not conflict with, the Articles of Incorporation or Bylaws of the Institute (in their present form or as amended), or applicable law.

Section 5.04 - Board Composition and Brief Description

The Board shall consist of the President, Senior Vice President – External Operations, Senior Vice President – Internal Operations, Vice President – Financial Affairs, Vice President – Communications, Vice President – E-business, Vice President – Marketing, Vice President – Membership, Vice President – Professional Development, Vice President – Programs, and Immediate Past President and all shall be members in good standing of PMI® and of the HOUSTON CHAPTER.

President

The President shall be the Chief Executive Officer for the HOUSTON CHAPTER and Chairperson of the BOARD, and shall perform such duties as are customary for presiding officers.

The Senior Vice President – External Operations

The Senior Vice President of External Operations shall be responsible for the external offices of the Vice President – Communications, Vice President – E-business, and Vice President – Marketing.

Senior Vice-President – Internal Operations

The Senior Vice President – Internal Operations shall be responsible for the internal offices of the Vice President – Membership, Vice President – Professional Development, and Vice President – Programs.

Vice-President - Financial Affairs

The Vice President – Financial Affairs shall oversee the management of funds for duly authorized purposes of the HOUSTON CHAPTER.

Vice-President – Communications

The Vice President – Communications shall oversee all communications of the HOUSTON CHAPTER.

Vice-President – E-Business

The Vice President – E-business shall oversee the web site of the HOUSTON CHAPTER.

Vice-President – Marketing

The Vice President – Marketing shall oversee inducing the public to have understanding of and goodwill towards the HOUSTON CHAPTER.

Vice-President – Membership

The Vice President – Membership shall oversee the needs of the members of the HOUSTON CHAPTER.

Vice-President - Professional Development

The Vice President – Professional Development shall oversee the training and courses provided by the HOUSTON CHAPTER.

Vice-President – Programs

The Vice President – Programs shall oversee the general monthly meetings provided by the HOUSTON CHAPTER.

Immediate Past President - Advisor

The Immediate Past President shall be the Chairperson of the Chapter Advisory Committee.

Section 5.05 – Specific Responsibilities and Duties of Office for the Board Members

Specific responsibilities and duties of office of the officers, director at large, and directors shall be detailed in the Houston Chapter Structure Definition Manual.

Section 5.06 - Length of Terms of Office and Tenure

The length of the term of office for a Vice President Officer shall be two (2) years and limited to two (2) consecutive terms in the same role; the offices shall be staggered so that the Vice Presidents of Financial Affairs, Communications, Professional Development, and Programs are elected each odd number year and the Vice Presidents of E-business, Marketing, and Membership are elected each even numbered year.

The length of the terms of office for the Past President, President, Senior Vice President – External Operations, and Senior Vice President – Internal Operations shall be one (1) year and not permitted to serve in consecutive terms or consecutive successions (i.e. the most recent Past-President is not eligible for nomination or election to the office of Senior Vice President – Internal Operations).

A non-retroactive term limit shall limit individuals to eight (8) consecutive years of service on the Board in general. If there is no individual willing or able to fulfill an open position on the Board due to this limit, that expiring officer may be re-elected for an additional term by a majority vote of the PMI Houston Chapter membership.

An eligible and qualified candidate for the office of Senior Vice President – Internal Operations shall be elected each year.

Refer to the HOUSTON CHAPTER Structure Document to see details of responsibilities and basic duties for each officer.

Section 5.07 - Resignations

An officer or Director at Large may resign by submitting written notice to any of the Senior Officers of the Board. 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 5.08 - Vacancies

- A. The Board of Directors shall declare an officer, Director, or Director at Large position to be vacant when an officer, Director, or Director at Large is unable or unwilling to complete the current term of office, ceases to be a member in good standing of PMI® or of the HOUSTON CHAPTER.
- B. If any for any reason a Vice Presidential office (except Senior Vice President of Internal Operations) or Director at Large position becomes vacant, the President may appoint a successor, with the approval of a majority of the BOARD, to fill the office for the unexpired portion of the term for the vacant position.

- C. If in the event the office of the Senior Vice President – Internal Operations becomes vacant because of the succession rule, or if he/she is unable or unwilling to complete the current term of office, then President may appoint an interim successor, with the approval of a majority of the BOARD, until a special election can be held to elect (by the membership) a new qualified officer to fill the Senior Vice President of Internal Operations position. (See Chapter Structure Document)
- D. In the event the Senior Vice President – External Operations is unable or unwilling to complete the current term of office, the Senior Vice President – Internal Operations shall assume the duties and office of the Senior Vice President – External Operations for the remainder of the term.
- E. In the event the President is unable or unwilling to complete the current term of office, the Senior Vice President – External Operations shall assume the duties and office of the presiding officer for the remainder of the term.
- F. In the event the Past President is unable or unwilling to complete the current term of office, then President may appoint an interim successor, with the approval of a majority of the BOARD, or the position shall remain vacant until the next regular succession of officers.

Section 5.09 - Removal

An officer, Director 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.

***Refer to the Houston Chapter Policy Manual for detail definition of removal from office.**

Section 5.10 - Appointed Positions

The BOARD may create Director and Director at Large positions from time to time as per the Chapter Structure Definition. These positions are restricted per the provisions located in Article IV. Furthermore, these positions are NOT permitted to vote at any BOARD meeting.

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

Section 6.01 - Annual Nomination and Election of Officers

The nomination and election of officers shall be conducted annually in accordance with the terms of office specified in the Houston Chapter Policy Manual, and Article V, Section 5.07 of these Bylaws. The election activities shall not conflict with the PMI® Bylaws or Rules of the PMI® Board as stipulated under Article II, Section 2.02.

Section 6.02 - Staggered Election of Officers

The nomination and election of the Vice Presidents of Financial Affairs, Communications, Professional Development, and Programs on odd numbered years, and the nomination and election of the Vice Presidents of E-business, Marketing, and Membership are elected each even numbered year. The nomination and election of the Senior Vice President – Internal Operations shall be held every year.

See the Houston Chapter Structures Document for detailed definitions of the Nominating Committee responsibilities and election activities.

Section 6.03 – Open Elections

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 6.04 - Election Activities and Lifecycle

The dates for nominations and election process milestones are documented in the Election Activities and Lifecycle timeline section of the Houston Chapter Policy Manual.

Section 6.05 – Taking Office

Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified. Candidates who are elected shall immediately become non-voting guests of the BOARD and will serve as “understudies” of the officers they are to succeed.

Section 6.06 – Succession of Officers

In January of each year, the succession of officers shall proceed as follows:

- The previous Senior Vice President – Internal Operations shall succeed to the office of Senior Vice President – External Operations.
- The previous Senior Vice President – External Operations shall succeed to the office of President.
- The previous President shall succeed to the office of Past President.

Article VII – HOUSTON CHAPTER Standing and Temporary Committees:

Section 7.01 – Establishing Committees

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, with the sole exception being the Market Advisory Committee. 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 7.02 – Committee Members and Chairperson

All committee members and a chairperson for each committee shall be appointed by the appropriate officer of the BOARD with the approval of the BOARD, except where explicitly stated herein.

See the HOUSTON CHAPTER Structure Document for detail definitions of standing and temporary committees.

Article VIII - HOUSTON CHAPTER Finance:

Section 8.01 – Fiscal Year

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

Section 8.02 – Membership Dues

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

Section 8.03 – Financial Procedures

The HOUSTON CHAPTER BOARD shall establish policies and procedures consistent with PMI® to govern the management of its finances. These procedures shall be identified and defined in the Houston Chapter 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.

The Houston Chapter shall submit required tax filings to appropriate government authorities.

Article IX – Meetings of the Membership:

Section 9.01 – Annual Meeting of Membership

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

Section 9.02 - Annual Meeting Notice

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

Section 9.03 – Special Meetings

Special meetings of the membership may be called by the President, by a majority of the BOARD, or by petition of five percent (5%) of the voting membership directed to the President.

Section 9.04 – Special Meeting Notice

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

Section 9.05 – Meeting Quorums

Quorum at all annual and special meetings of the HOUSTON CHAPTER shall be five percent (5%) of the voting membership in good standing, present and in person.

Section 9.06 – Meeting Procedures

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)*.

Article X - Inurement and Conflict of Interest:

Section 10.01 – No Profit from Activities

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 10.02 – Compensation

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 10.03 – Conflict of Interest

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 10.04 – Fiduciary Obligation

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 10.05 – Disclosure of Conflict of Interests

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 XI - Indemnification:

Section 11.01 – Indemnification

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 11.02 – Discretionary Indemnification

Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these Bylaws.

Section 11.03 – Liability Insurance

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 XII- Amendments:

Section 12.01 – Approved Procedures

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 forty-five (45) days before such amendments may be voted on.

Section 12.02 – Proposed Amendments

Amendments to the Bylaws may be proposed by the BOARD on its own initiative, or upon petition by five percent (5%) of the voting members in good standing addressed to the current BOARD President. All such proposed amendments shall be presented for amendment by the BOARD with or without recommendation according to Article XII, section 1.

Section 12.03 – Consistency with PMI®

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 Agreement with PMI®.

Article XIII – Dissolution:

Section 13.01 – Failure to Follow Governing Documents

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 dissolve the HOUSTON CHAPTER.

Section 13.02 – Failure to Deliver Value

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 dissolve the HOUSTON CHAPTER, as per the terms of the Charter Agreement.

Section 13.03 – Notification to PMI®

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 component dissolution procedure as defined in PMI®'s policy.

Section 13.04 – Dispersal of Assets

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.