

Project Management Institute, Houston Chapter Policy Manual August, 2012

Version	Description	Author	Status	Date
1	Bi-Law Committee Updates	Robert Mills, Advisor	Board Approved	March 2011
2	Fixed header & footer, added version history table and rewrote Nominations Election section	Kathy Ridley, Past President	Board Approved	October, 2011
3	Suggestions from Steve Schuster	Kathy Ridley, Past President	Board Approved	October, 2011
4	The Nominating Committee Structure is refined to mitigate conflict of interest	Robert Mills, Advisor RJ Masch, SVPEO	In work	Aug, 2012

Section 1.0 -Expectations and Rules of Engagement

Violation of any of these rules or expectations may serve as ground to remove a member of the team from their position for just cause.

Section 1.10 -Expectations:

- To be supportive of vision and the mission of the volunteer organization. Concerns around these areas should be brought forward to the managing sponsor openly and in a timely manner. *(Translation: Do not undermine the organization’s mission and vision just because you’re unhappy.)*
- To be supportive about our shared opportunity to give to and contribute to the PM profession.
- To create excitement, provide value and share experiences with those around us, while
- we work to advance the chapter and transition it to the next leadership team through proper succession planning.
- To communicate any changes in your availability or level of commitment to the team as soon as possible.

- To escalate issues with respect to the chain of command.
- To understand and uphold the PMI Code of Ethics and adhere to all relevant PMI policies. Questions about those policies should be directed to the managing sponsor.
- To understand that we are all volunteers and as such we have a commitment to fulfill our assigned duties to the Chapter.

Section 1.20 -Rules of Engagement:

- To be respectful of one another and ensure all are heard – do not speak over someone else, do not threaten or shout, do not insult or disparage, silence cell phone, computers, etc.
- To act professionally – you are representing the membership and the profession.
- To be present and engaged in meetings and decisions – your silence will signal your agreement.
- To endeavor to present problems with recommended solutions for the good of the PM Community.
- To be decisive, timely, and uphold the team’s decision. “Agree to disagree” may be necessary. Decisions may be revisited only when they have been allowed to prove themselves incorrect/ineffective.
- To use email with purpose and intention. Inform those who “need to know” information, limit use of “reply all,” edit subject lines, and pick up the phone when discussion is required or for complex items.
- To adhere to the distributed agenda and time allotments for the agenda topics. *(Do not bring one's personal agenda or baggage into the board meeting. Personal issues should be discussed directly between the parties outside of the Board.)*
- To communicate with the President and relevant team members possible alternatives for fulfilling out duties, if other commitments prevent us from fulfilling our individual assigned duties.

Section 1.30 -Conflict Resolution Policy

- Do not use the board alias or email to address conflicts.
- When a conflict occurs the concerned board member should make all attempts to resolve the issues with the person(s) involved.
- If concerns still remain they should be taken up with the Senior VP over the respective area.
- The SVP and the board member should present the concerns to the President.

- When the President is not able to resolve the issue, he will engage the Chapter Advisors.
- If the conflict involves the President and all attempts to resolve the conflicts have failed then the Chapter Advisors should be contacted.
- When the Chapter Advisors are unable to resolve the Chapter President and the Chapter Advisors will contact the Region 6 mentor.
- If the Region 6 mentor is not able to resolve the conflicts the mentor will contact Global Operations Center GOC.

Section 1.40 – Ethics Resolution Policy

- Do not accuse publically any volunteer or board member of an Ethic's violation prior to speaking with the President.
- Notify the President of the concerned violation. The President will perform a review and determine appropriate actions according to the Ethics code.
- When the President is not able to resolve the Ethics issue, he will engage the Chapter Advisors.
- If the ethics violation involves the President and all attempts to resolve the violation have been exhausted then the Chapter Advisors should be contacted.
- When the Chapter Advisors are unable to resolve the ethics violation then the Chapter Advisors and the President will contact the Region 6 mentor.
- If the Region 6 mentor is not able to resolve the conflicts the mentor will contact Global Operations Center GOC.

Section 2.0 -Houston Chapter Board of Directors Eligibility for Nomination, Election and Removal of office.

As denoted in the Houston Chapter Structure Definition Document the Houston Chapter Nominating Committee shall be chaired by a Past President appointed by the President. To mitigate any chance of a conflict of interest, the immediate Past President is prohibited from serving as Nominating Committee Chair. The Nominating Committee shall

consist of a minimum of three committee members who are not currently members of the PMI Houston Board of Directors. No current member of the Nominating Committee shall be eligible to be included in the slate of nominees prepared by the Nominating Committee.

The Nominating Committee chair shall liaison with the PMI Houston President but otherwise the PMI Houston board shall not be involved in the nominating committee activities except to provide input on candidates which will be evaluated along with other eligibility requirements and used to successfully name a slate of candidates.

The 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.

Section 2.10 Preparation of Election Slate

The nominating committee is responsible for the election activities and timelines according to this policy. They are to announcement the upcoming elections and seek candidates. Their role is to confirm candidate eligibility according to the guidelines in section 2.20. They are to adhere to the timelines and schedule set forth in this document. They are responsible to confirm that each candidate has completed the Candidate information form and Commitment Agreement according to this policy.

The nominations committee will coordinate the setup of the electronic ballot which will present the election slate to the membership for voting.

Section 2.11 Elections

Elections shall be conducted by electronic vote in compliance with Global Operations policies. The candidate who receives a majority of votes cast for each office shall be elected. Electronic Ballots shall be counted by the electronic voting software and results validated by the Nominating Committee.

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

Section 2.12 -Compliance with Election Activity Rules of the Board.

The Nomination Committee will ensure that all nominees, as a condition of expressing their interest in being a nominee, will submit a signed copy of this Rule of the Board verifying that they have read, understand and agree to abide by these policies and rules.

In accordance with PMI[®] policies, practices, procedures, rules and directives, no funds or resources of PMI[®] or the Houston Chapter may be used to support the election of any candidate or group of candidates for PMI[®], the Houston 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.

Candidates may communicate, one-on-one, regarding their candidacy only if the communication focuses on their qualifications. Mass communications are prohibited. The candidates may not make reference to any other candidate or any existing or past Directors. No candidate or PMI member may utilize any campaign materials such as posters, buttons/lapel pins, group activities or sponsorships to promote a candidate.

As a condition of any potential nomination or candidacy, the candidate must agree that he/she will not initiate, encourage, accept or endorse conduct on behalf of his/her potential nomination or candidacy which is in violation of the policy relating to the election as adopted by the Houston Chapter Board of Directors. To violate this policy may result in revocation of his/her nomination by petition or candidacy for office.'

PMI and its components may not participate in any activity or provide opportunities at any PMI sponsored or PMI component functions that promotes or negatively impacts a particular candidate.

Section 2.13 -The Election Activities and Lifecycle Timeline

1 Beginning in January announcements will be made at each of the Chapter venues regarding the upcoming elections in an effort to ensure the most qualified candidates receive election information and aware of the election process in a timely manner.

2 Additional announcements will be made by email notification, upcoming newsletters and at the venue meetings. .

3. Potential Candidates wishing to run for an elected office will submit the following information to the Nominating Committee in April: (items in [] indicate how the information received will be distributed).

a. Candidate information form – containing basic candidate information and plans for office and included with a candidate biography with picture for the ballot. [entire membership]

b. Candidate Commitment Agreement – affirming that the candidate is capable and willing to serve, and has discussed the position and it's time requirements with their employer (where applicable). [Nominating Committee].

All information must be completed and sent to the Nominating Committee by May 1st, of the election year.

The Nominating Committee will review all submitted information from all the candidates and prepare a slate of nominees for each Board position that are qualified, eligible, and willing to stand for election. Elections will typically be open from June 1st to June 30th each year.

Other members wishing to nominate an individual for office may contact the Nominating Committee.

Section 2.20 -Candidate Eligibility

A. Only members in good standing are eligible for nomination to hold office on the Board of Directors of the HOUSTON CHAPTER.

B. Only members who are a resident of or work in the Houston metropolitan area are eligible for nomination to hold office on the Board of Directors of the HOUSTON CHAPTER.

- C. Only members who hold the Project Management Professional (PMP[®]) credential are eligible to be elected and to hold office on the Board of Directors of the HOUSTON CHAPTER.
- D. Only members who have served in a volunteer role for 90 days or more within the past 12 months are eligible for nomination to hold office on the Board of Directors of the Houston Chapter.
- E. Only members who have served the HOUSTON CHAPTER for a minimum of one (1) elected term of two (2) years or equivalent appointment are eligible to be elected to and to hold the office of Senior Vice President – Internal Operations.
- F. Only members who have served the HOUSTON CHAPTER for one (1) elected term as the Senior Vice President – Internal Operations are eligible to accede and to hold the office of Senior Vice President – External Operations.
- G. Only members who have served the HOUSTON CHAPTER for one (1) term as the Senior Vice President – External Operations or equivalent appointment, are eligible to accede and to hold the office of President.
- H. Only members have served the HOUSTON CHAPTER for one (1) term as the President or equivalent appointment are eligible to hold the office of Past President.

Section 2.30 – Appointment, Removals and Vacancies.

Section 2.31 – Board Member Appointments.

The Houston Board of Directors shall appoint all Chairs and members to Board Standing and Temporary Committees consistent with the Bylaws, Chapter Structure Definition Document and applicable Rules. Terms of appointment shall not be longer than required as stipulated in the charter of each Committee, unless otherwise approved by the Houston Board of Directors.

- A. In the event an elected Board of Directors member is unable, unwilling or not capable of fulfilling his/her duties 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.
- B. For the vacated position of Senior Vice President of Internal Operations only, the President may appoint an interim successor, with the approval of a majority of the BOARD, until a special election can be held to elect a new qualified officer to fill the Senior Vice President of Internal Operations position).
- C. For the vacated position of Past President, the President may appoint an qualified interim 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.

Section 2.32 – Director Appointments

The Houston Chapter Board of Directors shall each year review its modi operandi to determine if they are conducting business as required per the Bylaws, Structure Definition Document, and Policy Manual. If any of the offices under the leadership of the VP are not operating as required then either the office in question must realign its operations or changes to the Structure Document must be made.

- A. The VP must make proposed changes to the Structure Document for each position and submit the proposed changes to the board for approval.
- B. After approval of the structure changes the VP can appoint a Director to fill the new position.
- C. For each proposed Structure Document change for a new position, the VP must have the position approved before a Director can be appointed.

2.33 – Removals.

The PMI Board of Directors shall have the authority to remove Board Members, Director-At-Large, Directors, Board Support Committee Chairs and committee members at its discretion.

Removal from office **FOR JUST CAUSE** includes, but is not limited to, a member, director or officers:

- A. Continued willful neglect of his/her material duties or obligations defined herein, meaning the substantial and continued willful refusal of the member, director or officer to perform the duties required of him/her herein, evidencing bad faith toward the HOUSTON CHAPTER, which neglect or refusal continues after thirty (30) days written notice from the HOUSTON CHAPTER;
- B. Theft or misappropriation of HOUSTON CHAPTER'S assets;
- C. Conviction of a criminal act involving fraud, dishonesty or moral turpitude;
- D. Breach of any provision of Bylaws or any subsequent amendment or promulgation of rules by the HOUSTON CHAPTER'S Board of Directors;
- E. Failure to fulfill the duties herein stated, causing injury to himself/herself, another or to HOUSTON CHAPTER'S employees, agents, invitees or its customers;
- F. Making of any false, disparaging, fraudulent or malicious statements, whether publicly or privately, to any party;
- G. Falsifying any of HOUSTON CHAPTER'S records or makes any willful

omission of information requested on any of HOUSTON CHAPTER'S documents;

- H. Participates in the use of, removal of, theft of or intentional damage of another's property, the property of the HOUSTON CHAPTER (including, but not limited to the Intellectual Property), another member, director or officer, any independent contractor, agent, invitee or customer of HOUSTON CHAPTER; and/or
- I. Use or threatened use of physical violence, profane, abusive or language of a sexual nature during the execution of his/her membership or duties herein stated.

To initiate the removal process of an officer, director, or director-at-large, the President or a Senior Vice President must present the violation to the board at the Board meeting and put forth a motion for removal of the officer, director, or director-atlarge at fault by a two-thirds (2/3) vote.

Section 2.34 -Vacancies.

Vacancies shall be filled in the same manner as appointments.

Section 3.0 – Meetings and Attendance

Section 3.10 – Meetings

The Board shall meet at the call of the President, or at the written request of at least three (3) members of the Board. A quorum shall consist of no less than one-half (½) of the membership of the BOARD at any given time. Each member shall be entitled to one (1) vote and may take part and *vote in person only. At its discretion, the BOARD may conduct its business by teleconference or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures as documented in the latest edition of *Robert's Rules of Order Newly Revised (RONR)*.

***Unless provided otherwise in this Policy Manual or by law, voting by proxy shall not be permitted.**

Section 3.2 – Attendance

Section 3.21 -Attendance at Chapter Meetings

Board members and directors should select a PMIH meeting site, which is conveniently located for them, and attend meetings at that site on a regular basis. At the meeting, Board members and directors should provide updates to the meeting participants on past and future activities of

interest to our membership. The most senior Board member in attendance at the meeting should make sure time is available to hear from all Board members (and directors). The Board members and directors should also make announcements and provide updates on behalf of those Board members who are attending Chapters meetings in other venues. When unable to attend the selected venue, Board members and directors should notify the Chapter President, who will make arrangements to have other Board members and directors available to provide the required information to the Chapter members at the meeting. Board members and directors are expected to attend the majority of the meetings scheduled at the venue they have elected to attend. If necessary, a Board member may delegate participation to a director, but overall attendance will be monitored.

Section 3.22 -Attendance at Board Meetings

- A. Voting Board members are expected to attend all Board meetings. If unable to attend in person, the Board member should make every effort to participate via teleconferencing. If unable to attend in person or via teleconferencing, then Board member shall notify the Chapter President accordingly:
- B. When the Board member determines he/she will be unable to attend the meeting, either in person or via teleconferencing, then the Board member shall discuss with the Chapter President the option of inviting a director from his/her committee to provide representation of the Board member's position and provide a status update from that committee if required. The director shall not have voting privileges while representing the Absent Board member.
- C. If a Board member is unable to attend two (2) consecutive meetings in person, during the course of the year, or if the Board member has been unable to attend three (3) or more meetings during his/her elected term of office, then the Board member must notify and discuss with the President his/her future availability and ability to perform his/her duties as an elected Board member.
- D. If a Board member's personal or work commitments are such that the he/she can no longer meet all the responsibilities and perform the duties of the Board position, nor is his/her availability expected to improve over the course of his/her elected term, then it is expected that the Board member discuss the situation with the Chapter President and prepare to resign from his/her position.

Section 4.0 -Policies and Procedures Governing Houston Chapter Finances

Section 4.10 – Policies

In keeping with Article VIII of the Houston Chapter Bylaws and with the guidance of the VP of Financial Affairs, the Houston Board of Directors shall craft, provide and follow a three-step Fiduciary Policy to 1) establish a fiscal planning guide, 2) safeguard the fiscal condition of the Chapter, and 3) monitor its fiscal management by simply comparing what is actually occurring in the Chapter to the policies created.

Section 4.11 – Fiscal Planning Guide

TBD

Section 4.12 – Safeguarding the Fiscal Condition of the Chapter

TBD

Section 4.13 – Monitoring Fiscal Management

TBD

Section 4.20 – Procedures The Houston Chapter's Financial Affairs shall prepare at least three financial statements including but not limited to 1) the statement of financial position (the balance sheet), 2) the statement of activities (the income statement), and 3) the statement of cash flows.

TBD

Section 4.30 – Fiscal Authority

No member, officer, director, committee, chair, employee, agent or representative of the Houston Chapter shall have authority or power to expend Institute funds, incur liability, or make any commitment for the Chapter that will bind the Chapter or create any financial liability, unless as specifically authorized (Sections 4.31 and 4.32) as adapted by the Houston Chapter Policy Manual, or by the prior express, written approval of the PMI Houston Board.

Section 4.31 – Thresholds of Approval

At level one (1), the Houston Board authorizes the President and/or the President's designee(s), (i.e. Senior VP of External Operations and/or Vice President of Financial Affairs) to enter into any contract or execute and deliver any instrument in the name and on behalf of, the Houston Chapter in which the monetary sum value is ten thousand dollars (\$10,000) or less.

1 At level two (2), the President and the President's designee(s), (i.e. Senior VP of External Operations and/or Vice President of Financial Affairs) and in the presence of legal counsel (a lawyer), may to enter into any contract or execute and deliver any instrument in the name and on behalf of, the Houston Chapter in which the monetary sum value is more than ten thousand dollars (\$10,000).

2 In addition, the PMI Board of Directors may authorize other agents of the Houston Chapter to enter into any contract, or execute and deliver any instrument, in the name and on behalf of the Houston Chapter. Such authority must be expressly granted in writing prior to the execution of the contract or instrument.

Section 4.32 – Signature Authority

The Houston Board of Directors authorizes the President and/or VP of Financial Affairs signature authority to issue checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of the Houston Chapter. Should neither the President nor the VP of Financial Affairs be available to execute the above legal documents, then the Senior VP of External Operations shall have the signature authority to carry out and execute any legal event in Section 8.04 of Article VIII of these Bylaws.