



## Project Management Institute, Houston Chapter Policy Manual

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
5	Modification of Finance policies to reflect new finance policy document	Sharon Greiff	In work	April 1,2013
6	Major revisions made to election process to accommodate the Addition of a Nominations & Control Policy Manual. Section 11 was added to Define relation to smaller PMI chapters	Robert Mills, Advisor	In work	November, 2013
7	Removed the requirement to hold the PMP certifications § 2.1 Candidate Eligibility	Robert Mills, Advisor	In work	June 26, 2014

### 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 publicly 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 and Election of office.**

### **Section 2.1 -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 one of the PMI certifications (CAPM®, PMP®, PgMP®, PfMP SM, PMI-ACP®, PMI-PBA SM, PMI-RMP®, PMI-SP®, or OPM3®) are eligible to be elected and to hold office of the Vice President of Professional Development on the Board of Directors of the HOUSTON CHAPTER.
- D. Only members who have served in a volunteer role for 6 months or more within the past 18 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.

***Refer to §2.2.1 of the Nomination and Control Policy Manual for a more detailed explanation of requirements to become a slated candidate***

- 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.

**\*Refer to the Houston Chapter Policy Manual for detail definition of office vacancy, filling said vacancy, and the succession process.**

## **Section 3.0 - Elections**

### **Section 3.1 - Preparation of Election Slate**

The nominating committee is responsible for the election activities and timelines according to the Nominations and Control Policy Manual (NCPM). Refer to NCPM to see details of roles and responsibilities of Nominating Committee and preparation of the election site.

### **Section 3.2 - Election Processes**

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.

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.

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, or appointed as the case may be, 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 3.3 - Election Timeline**

Refer to the Nominations and Control Policy Manual § 4.0 for a timeline of submitting the slate of nominees and their bio's via email to the Region 6 administrator with instructions of when the voting should begin and when it finishes. The email will also be copied to PMI Houston Board of Directors.

The Nominating Committee Chair has the responsibility to ensure that the information is correct and that ballots are sent.

### **Section 3.4 – 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 3.5 - Election Activities and Lifecycle**

The dates for nominations and election process milestones are documented in the Houston Chapter Nominations and Control Policy Manual.

### **Section 3.6 - 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, Membership, and Outreach are elected each even numbered year. The nomination and election of the Senior Vice President – Internal Operations shall be held every year.

### **Section 4.0 – Succession of Officers**

On January 1<sup>st</sup> 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.

### **Section 4.1 – 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 qualified successors have been elected, or appointed as the case may be. 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 4.2 - 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 elected terms in the same role.

An eligible and qualified candidate for the office of Senior Vice President – Internal Operations shall be elected each year for a one year term. Because the Past President, President, and Senior Vice President – External Operations are all positions to be succeeded to, they shall only serve in their position for one year. Furthermore, none of the officers in these positions are permitted to serve in consecutive terms or consecutive successions (i.e. the most recent Past-President is not eligible for election to the office of Senior Vice President – Internal Operations or any other board position until he or she holds no board position for at least 12 consecutive months).

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.

### **Section 5.0 - Resignations**

An elected officer, appointed director or appointed 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 6.0 – Vacancies**

- A. The Board of Directors shall declare an elected officer, appointed Director, or appointed Director at Large position to be vacant when the officer, Director, or Director at Large is unable or unwilling to complete the current term of office, has been effectively removed from their elected/appointed position, or cease to be a member in good standing of PMI<sup>®</sup> or of the Houston Chapter.
- B. If for any reason a Vice Presidential office (except Senior Vice President of Internal Operations) or an appointed Director at Large position becomes vacant, the President may appoint an eligible and qualified successor, with the approval of a majority of the BOARD, to fill the position for a period of up to one year in duration or until the next general election, whichever comes first. The person appointed to fill the vacancy of an elected position must then run and be elected to office by the membership to retain the position for which they were originally appointed.

### **Section 7.0 – 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.

In the event an elected Board of Directors member is unable, unwilling or not capable of fulfilling his/her duties the President may appoint an eligible and qualified successor, with the approval of a majority of the BOARD, to fill the position for a period of up to one year in duration or until the next general election, whichever comes first. The person appointed to fill the vacancy of an elected position must then run and be elected to office by the membership to retain the position for which they were originally appointed.

- 1. If the elected Board of Directors adds a position to the Board, due to the diversification of the duties of another existing position, or a newly defined position as required to

serve the membership, the President may appoint, with the approval of a majority of the BOARD, an eligible and qualified member of the Chapter to serve in the interim position up to one year in duration or until the next general election, whichever comes first.

2. 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 or the next general election, whichever comes first, can be held to elect (by the membership) a new eligible and qualified officer to fill the Senior Vice President of Internal Operations position. (See Chapter Structure Document).
3. In the event the office of the Senior Vice President – External Operations becomes vacant because of the succession rule, 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.
4. 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 President for the remainder of the term.
5. In the event the Past President is unable or unwilling to complete the current term of office, then President may appoint an eligible and qualified 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 7.1 – Director Appointments**

The Houston Chapter Board of Directors shall each year review its modus operandi to determine if they are conducting business as required per the Bylaws, Structure Definition Document, and Policy Manual.

Any of the offices under the leadership of a VP that are not operating as required, then either the office in question must realign its operations or changes to the Structure Document must be made.

To accommodate the realignment and changes in operations or Structure Document, the BOARD may create Director and/or Director at Large appointed positions as per the Chapter Structure Definition.

For each proposed, VP initiated, Structure Document change for a new position, the VP must have the position approved before a Director can be appointed.

The maximum term of an appointed position shall be limited to one (1) year.

**The people appointed to Director positions must be members of the Houston Chapter** and are restricted per the provisions located in Article IV of the By Laws. These positions are NOT permitted to vote at any BOARD meeting.



## Section 8.0 – Removal

An elected officer 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 and required processes and procedures to be followed to execute removal from office.

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-at large at fault by a two-thirds (2/3) vote.*

If grounds appear to exist for removing a member from the board under these bylaws, the following procedures shall be followed:

- a. **Notice:** The Board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent via certified or registered mail, or overnight carrier, to the member's last address as shown on PMI-Houston Chapter's records.
- b. **Due process:** The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or Senior Leadership Committee (SLT).
- c. **Decision:** The Board or SLT committee shall decide whether the member should be removed from the board. The decision of the Board or committee shall be final.
- d. **Recourse:** Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice, must be commenced within 3 months after the date of removal.

## **Section 9.0 – Meetings and Attendance**

### **Section 9.10 – 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 (1/2) 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 9.2 – Attendance**

### **Section 9.21 - 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 9.22 -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 10.0 -Policies and Procedures Governing Houston Chapter Finances**

Refer to PMIH Finance and Accounting Controls and Policies document for approved financial policies.

## **Section 11.0 - Committee for PMI Communities**

In keeping with the purpose of the Houston Chapter as defined in the Bylaws, Article III, Section 3.01, § B-3, a committee will be established by the Houston Chapter and with cooperation with other PMI Communities advance the practice and profession of project management, its practices, objectives and ideals.

The Committee for PMI Communities will help newer, smaller, less experienced PMI chapters by providing standards, guidelines, policies, processes, templates and tools to aid in developing potential, gain skills and confidence to governance.

A structured program to foster these relationships with newly established chapters will be developed by the Committee. The program will define the support, guidance, and concrete experience to help these PMI communities.

In instances where “In kind” support is insufficient to support the planned objectives of the Committee for the PMI Communities, a structured plan will be followed to provide financial aids. This financial aid must be budgeted by the Houston Chapter BoD in advance.

Guidelines for submitting an application for financial aid by the requesting PMI Community is **TBD**, but must be defined and in place prior to allocating the funds.

Make-up of committee members is **TBD**.