

**Project Management Institute  
Space Coast Florida Chapter  
Bylaws**

**Article I - Name, Principal Office; Other Offices.**

Section 1. Name/Non-Profit Incorporation

This organization shall be called the Project Management Institute, Space Coast, Florida Chapter, Incorporated (hereinafter "PMISCFC"). This organization is a chapter chartered by the Project Management Institute, Incorporated (hereinafter "PMI<sup>®</sup>") and separately incorporated as a non-profit, tax-exempt corporation (or equivalent) organized under the laws of the State of Florida. ALL Chapters formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. The PMISCFC shall meet all legal requirements in the jurisdiction(s) in which the PMISCFC conducts business or is incorporated/registered.

Section 3. Principal Office: Other Offices.

The principal office of PMISCFC shall be located in West Melbourne, Florida of the United States. PMISCFC may have other offices such as Branch offices as designated by the PMISCFC Board of Directors.

**Article II – PMISCFC Relationship to PMI**

Section 1. PMISCFC is responsible to the duly elected PMI<sup>®</sup> Board of Directors and is subject to all PMI<sup>®</sup> policies, procedures, rules, and directives lawfully adopted.

Section 2. The Bylaws of PMISCFC may not conflict with the current PMI<sup>®</sup> Bylaws and all policies, procedures, rules, or directives established or authorized by the PMI<sup>®</sup> Board of Directors as well as with PMISCFC's Charter with PMI<sup>®</sup>.

Section 3. The terms of the Charter executed between PMISCFC and PMI<sup>®</sup>, 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, PMISCFC shall be governed by and adhere to the terms of the Charter.

**Article III – PMISCFC Purpose and Limitations:**

Section 1. Purpose of PMISCFC:

- A. General Purpose. PMISCFC has been founded as non-profit; tax-exempt corporation (or equivalent) chartered by PMI<sup>®</sup>, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.

- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMISCFC and PMI® and these Bylaws, the purposes of the PMISCFC shall include the following:
- a) Promote the practice of the profession of Project Management by and for its members.
  - b) Provide opportunities for the project management education and professional development of its members.
  - c) Provide a framework for professional networking and social interaction among its members.

#### Section 2. Limitations of PMISCFC.

- A. General Limitations. The purposes and activities of PMISCFC shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMISCFC Articles of Incorporation.
- B. The membership database and listings provided by PMI® to PMISCFC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMISCFC, 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 PMISCFC shall be solely accountable for the planning and operations PMISCFC, and shall perform their duties in accordance with the PMISCFC's governing documents; its Charter Agreement; PMI®'s Bylaws, policies, practices, procedures, and rules; and applicable law.

### **Article IV – PMISCFC Membership:**

#### Section 1. General Membership Provisions.

- A. Membership in the Chapter requires membership in PMI. The Chapter shall not accept as members any individuals who have not been accepted as PMI® members, and shall not create its own membership categories. Membership in this organization is voluntary and shall be open to any person interested in furthering the purposes of the organization, and as defined in this article. 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 the Bylaws of PMISCFC and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Conduct.
- C. All members shall pay the required PMI® and PMISCFC annual membership dues to PMI®. In the event that a member resigns, or their membership is revoked for just cause, membership dues shall not be refunded by PMI® or PMISCFC.
- D. Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from 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 PMISCFC

F. Upon termination of membership in PMISCFC, the member shall forfeit any and all rights and privileges of membership.

G. All members of the Chapter are eligible to vote on all Chapter matters and shall be eligible to hold elected or appointed office in the Chapter.

## Section 2. Classes and Categories of Members

A. PMISCFC shall not create its own membership categories. PMI<sup>®</sup> Component membership categories shall be consistent with PMI<sup>®</sup> membership categories.

## **Article V – PMISCFC Board of Directors:**

Section 1. PMISCFC shall be governed by a Board of Directors ("the Board") consisting of the officers elected by the membership. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Board shall consist of the PMISCFC officers elected by the membership and shall be members in good standing of PMI<sup>®</sup> and PMISCFC. Terms of office for the Officers shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than eight (8) consecutive elected years on the Board in general. These positions are staggered so that five (5) of the ten (10) elected positions are elected each year. If an officer runs for another office and resigns their current office, the President or the Board may appoint any member in good standing to fill the vacated position for the remainder of the elected term. This appointee will have all rights and voting privileges granted to an elected Board Director. The appointee's time will not count toward elected term limitation.

Section 3. The President shall be the chief executive officer for PMISCFC 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 vote on all committees except the Nominating Committee.

Section 4. The Chief Operating Officer shall assist the President in all matters for PMISCFC and shall assume the responsibilities of the President in the event of the President's inability to carry out his/her duties.

Section 5. The Vice-President of Finance is responsible for the solicitation of input from Board members for the development of financial goals and objectives for PMISCFC, the preparation of an annual financial plan, the preparation and presentation of the monthly financial status report; preparation and submission of all insurance, tax, and tax status related documentation required. Chapter dues collection and disbursement is performed by PMI<sup>®</sup> headquarters.

Section 6. The Vice-President of Membership is responsible for the development and maintenance of a Chapter membership plan that assures continued growth through aggressive recruiting, "retention" and partnering with major Community employers.

Section 7. The Vice-President of Communications is responsible for the timely dissemination

of information both to and from PMISCFC membership, using various tools to accomplish the objective. The Vice-President of Communications is also responsible for any and all web administrator functions.

Section 8. The Vice-President of Programs is responsible for the development and delivery of programs relating to project management for each scheduled Chapter meeting. The VP of Programs is responsible for the solicitation of input from Chapter members for program content. The content of these programs is to be consistent and in accordance with the objectives of PMISCFC and with majority approval of PMISCFC Board of Directors.

Section 9. The Vice-President of Marketing shall increase and sustain membership and attendance at Chapter functions. Develop and maintain literature, brochures, and other information for distribution to prospective and new members, as well as news media. Develop a marketing/ advertising study for effective ways to increase and sustain membership and partnering with Community employers.

Section 10. The Vice-President of Logistics is responsible for scheduling and set up for Chapter meetings, Board of Directors meetings, and any training sessions sponsored or offered by the Space Coast Chapter. This includes, but is not limited to, any required items, such as meeting room, food and drink, audio-visual equipment and other resources needed for a typical meeting. The Vice-President of Logistics is also responsible for keeping inventory control of all equipment and booth supplies.

Section 11. The Vice-President of Professional Development is responsible for promoting Project Management Professionalism through the development of educational publications, seminars, and workshops designed to help individuals achieve certification as Project Management Professionals (PMPs).

Section 12. The Vice-President of Administration shall keep the records of all business meetings of PMISCFC and meetings of the Board and be the recipient of all formal communications to the Board.

Section 13. The Board shall exercise all powers of PMISCFC except as specifically prohibited by these Bylaws, the PMI<sup>®</sup> Bylaws and policies, its charter with PMI<sup>®</sup> and the laws of the jurisdiction in which the organization is incorporated/registered. 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<sup>®</sup> Bylaws and policies, and to exercise authority over all PMISCFC business and funds.

Section 14. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each elected board 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, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 15. The PMISCFC Board of Directors may appoint one (1) or more other officers, as it may deem proper. These represent non-voting positions on the Board and shall not be counted toward the quorum requirement. None of these additional appointed officers may hold more than one (1) office at a time. Examples of the additional appointed officers are but are not limited to the following:

- Director(s) at Large
- Immediate Past-President

Section 16. The Board may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member of PMI<sup>®</sup> or PMISCFC 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 Vice-President of Administration. 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 17. An 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.

Section 18. If any officer position becomes vacant, the President or 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 Chief Operating Officer 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.

#### **Article VI – PMISCFC Nominations and Elections:**

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the requirements contained in these Bylaws, including in Article IV, Section 2 and Article VI, Section 5. All voting members in good standing of PMISCFC 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. 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 3. A Nominating Committee shall prepare a slate containing one or more nominees for each Board 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. Such petition process shall provide at least one-months' notice of forthcoming elections to allow for nominations beyond those presented by the Nominating Committee. Notification of elections and the slate of nominees shall be published in PMISCFC newsletter and/or PMISCFC web site. 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 the most votes cast for each office shall be elected. Ballots shall be counted by the nominating Committee or by tellers designated by the Board.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5. In accordance with PMI<sup>®</sup> policies, practices, procedures, rules and directives, no funds or resources of PMI<sup>®</sup> or the Component may be used to support the election of any candidate or group of candidates for PMI<sup>®</sup>, Component 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 Component Nominating Committee, or other applicable body designated by the Component, is the sole distributor(s) of all election materials for Component elected positions.

Section 6. For the purposes of continuity, each officer shall hold his or her position for a two-year period. Additionally, elections are conducted annually, with 5 of the 10 Board positions up for election on alternating years. The election rotation schedule is as follows:

Officers starting Odd Year (election in Fall of Even Year)

- President
- Chief Operating Officer
- Vice-President of Marketing
- Vice-President of Professional Development
- Vice-President of Administration

Officers starting Even Year (election in Fall of Odd Year)

- Vice-President of Membership
- Vice-President of Finance
- Vice-President of Communications
- Vice-President of Programs
- Vice-President of Logistics

#### **Article VII – PMISCFC Committees:**

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. 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 PMISCFC officers and/or Directors can serve on the PMISCFC Committees, unless it specifically is restricted by the Bylaws.

Section 2. The President with the approval of the Board shall appoint all committee members and a chairperson for each committee

#### **Article VIII – PMISCFC Finance:**

Section 1. The fiscal year of PMISCFC shall be from 1 January to 31 December.

Section 2. PMISCFC Annual membership dues shall be set by the PMISCFC's Board and communicated to PMI<sup>®</sup> in accordance with policies and procedures established by the PMI<sup>®</sup>

Board of Directors.

Section 3. The PMISCFC Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4. All dues billings, dues collections, and dues disbursements shall be performed by PMI<sup>®</sup>.

#### **Article IX – PMISCFC 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 membership directed to the President and Vice-President of Administration. 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, 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 PMISCFC shall be five percent (5%) of the voting membership in good standing, present and in person.

Section 4. All meetings shall be conducted according to parliamentary procedures determined by the Board.

#### **Article X – PMISCFC Inurement and Conflict of Interest:**

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

Section 2. No officer, director, appointed committee member or authorized representative of PMISCFC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by PMISCFC 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. PMISCFC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Chapter and any corporation, partnership, association or other organization in which one or more of 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 PMISCFC and complies with the laws and regulations of the applicable jurisdiction in which PMISCFC 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 PMISCFC shall act in an independent manner consistent with their obligations to PMISCFC 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. Individual with which PMISCFC 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 – PMISCFC Indemnification:**

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of PMISCFC, acting in good faith and in a manner reasonably believed to be in the best interests of PMISCFC, 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, PMISCFC 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 PMISCFC, or is or was serving at the request of 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- PMISCFC Amendments:**

Section 1. These Bylaws may be amended by a membership present at an annual meeting of the two-thirds (2/3) vote of the voting Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership voting by U.S. mail or email ballot 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 sent to the membership via U.S. mail or email at least thirty (30) days before such meeting or vote.

Section 2. Amendments 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 by the Board with or without recommendation.

Section 3. All amendments must be consistent with PMI<sup>®</sup>'s Bylaws and the policies, procedures, rules, and directives established by the PMI<sup>®</sup> Board of Directors, as well as with PMISCFC's Charter with PMI<sup>®</sup>.

### **Article XIII – PMISCFC Dissolution:**

Section 1. In the event that PMISCFC or its governing officers failed to act according to these bylaws or all PMI<sup>®</sup> policies, procedures, and rules outlined in the charter agreement, PMI<sup>®</sup> has a right to revoke the PMISCFC Charter and require the chapter to seek dissolution.

Section 2. In the event PMISCFC failed to deliver value to its members as outlined in Chapter's business plan and without mitigated circumstance, PMISCFC acknowledges that PMI<sup>®</sup> has a right to revoke the PMISCFC Charter and require the chapter to seek dissolution.

Section 3. In the event PMISCFC is considering to dissolving, the members of the Board of Director must notify PMI<sup>®</sup> in writing and follow the component dissolution procedure as defined in PMI<sup>®</sup>'s policy.

Section 4. Should PMISCFC 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 PMISCFC entity must be approved by a majority of the members voting on the motion to dissolve.