



**Project Management Institute
Southwest Virginia Chapter, Inc.**

Bylaws

Ratified by Chapter Membership
November 30, 2022

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**BYLAWS of
Project Management Institute,
Southwest Virginia Chapter, Inc.**

Article I – Name, Principal Office: Other Offices:

Section 1. Name. This organization shall be called the Project Management Institute, Southwest Virginia Chapter, Incorporated, (hereinafter “the SWVA Chapter” or “PMI-SWVA”). This organization is a chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI®”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of the Commonwealth of Virginia. All chapters formed within the United States must be incorporated as 501 (c) (6) organizations.

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

Section 3. Principal Office; Other Offices.

The principal office of the SWVA Chapter shall be located in Roanoke, VA in the Commonwealth of Virginia of the United States of America. The PMI-SWVA may have other offices such as Branch offices as designated by the SWVA Chapter Board of Directors.

Article II – Relationship to PMI:

Section 1. The SWVA Chapter is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

Section 2. The bylaws of the SWVA Chapter may not conflict with the current PMI® Bylaws and all policies, procedures, rules or directives established or authorized by the PMI Board of Directors as well as with the PMI-SWVA’s Charter with PMI.

Section 3. The terms of the Charter executed between the SWVA Chapter and PMI, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the SWVA Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations:

Section 1. Purpose of the SWVA Chapter

- A. General Purpose. THE SWVA Chapter has been founded as non-profit, tax-exempt corporation chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in SWVA in a conscious and proactive manner.

- B. Specific Purposes. Consistent with the terms of the Charter executed between the SWVA Chapter and PMI and these Bylaws, the purposes of the SWVA Chapter shall include the following:
- a) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
 - b) To foster professionalism in the management of projects.
 - c) To contribute to the quality and scope of project management.
 - d) To stimulate appropriate global application of project management for the benefit of general public.
 - e) To help bring world-class project management knowledge, skills, resources, and experience to our organizations and our region.
 - f) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.
 - g) To promote individual, organizational, and regional growth through professional development, training and education, certification, networking, cross-industry information sharing, best practices, and workforce development.

Section 2. Limitations

- A. General Limitations. The purposes and activities of the SWVA Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with SWVA Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the SWVA Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the SWVA 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 SWVA Chapter shall be solely accountable for the planning and operations of the Chapter 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 – Membership:

Section 1. General Membership Provisions. 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, gender, marital status, sexual orientation, national origin, religion, or physical or mental disability.

Section 2. Required Memberships. Membership in the SWVA Chapter requires membership in PMI. The PMI-SWVA shall not accept as members any individuals who have not been accepted as PMI members, and shall not create its own membership categories.

Section 3. Eligibility to Vote. All PMI-SWVA members in good standing, including student members, are eligible to vote and hold office.

Section 4. PMI Bylaws. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the SWVA Chapter and all policies, procedures, rules and directives lawfully made thereunder including but not limited to the PMI® Code of Conduct.

Section 5. Required Dues. All members shall pay the required PMI and Component (the Corporation's) membership dues to PMI and in the event that a member resigns, membership dues shall not be refunded by PMI or the SWVA Chapter.

Section 6. Termination. Membership in the SWVA Chapter shall terminate upon the member's resignation, failure to pay dues, or expulsion from membership for just cause.

Section 7. Removal from Membership List. Members who fail to pay the required dues for one (1) month shall be delinquent and their names removed from the official membership list of the SWVA Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the SWVA Chapter to PMI within one month of the delinquent period.

Section 8. Loss of Rights. Upon termination of membership in the SWVA Chapter, the member shall forfeit any and all rights and privileges of membership.

Section 9. No Commercial Use. All membership data provided by PMI to the SWVA Chapter and/or directly to the SWVA Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the SWVA Chapter, consistent with PMI policies.

Section 10. Classes and Categories of Members. The SWVA Chapter shall not create its own membership categories. PMI chapter membership categories shall be consistent with PMI membership categories.

Article V – Chapter Board of Directors:

Section 1. The SWVA Chapter shall be governed by a Board of Directors (Board). 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 officers of the SWVA Chapter elected by the membership and shall be members in good standing of PMI and of the SWVA Chapter.

Required Officers. There shall at all times be a President, Vice President of Treasury and Finance, and Secretary and Vice President of Administration; none of these officers may hold more than one (1) office at a time.

President. The President shall be the chief executive officer for the SWVA

Chapter and of the Board and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall be responsible for the overall oversight of the Chapter and the Board and shall direct the activities of the other board members in accordance with these Bylaws. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee. The President shall also perform any other duties as described in the PMI-SWVA Policies and Procedures.

Vice President of Treasury and Finance. The Vice President of Treasury and Finance shall oversee the management of financial records and funds for duly authorized purposes of the SWVA Chapter. The Vice President of Treasury and Finance shall also perform any other duties as described in the PMI-SWVA Policies and Procedures.

Vice President of Administration / Secretary. The Vice President of Administration / Secretary shall be responsible for preparing, maintaining, recording, circulating all records, correspondence, minutes of meetings, and related affairs of the SWVA Chapter. The Vice President of Administration / Secretary shall also perform any other duties as described in the PMI-SWVA Policies and Procedures.

Section 3. Additional Elected Officers. The core PMI-SWVA Board of Directors shall consist of the officers of the SWVA chapter elected by the membership and shall be members in good standing of PMI and the SWVA Chapter. These officers represent voting positions on the board and shall be counted toward the quorum requirement. While these officers may hold more than one (1) of these additional elected offices at a time, each individual Board member is allowed only one (1) vote on Board decisions and may only be counted once toward the quorum requirement. The additional elected officers are described in the PMI-SWVA Policies and Procedures, and examples include but are not limited to the following:

- President-Elect
- Vice President of Membership
- Vice President of Professional Development
- Vice President of Programs
- Vice President of Marketing and Communications
- Vice President of Technology

Section 4. Additional Appointed Officers. The PMI-SWVA 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. The additional appointed officers are described in the PMI-SWVA Policies and Procedures, and examples include but are not limited to the following:

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

Section 5. Terms of office for the Officers shall not exceed 2 years with the exception of President, President-Elect, and Immediate Past President which shall not exceed 1 year. Elected individuals are limited to 2 consecutive terms in the same position and to no more than 5 consecutive terms on the Board in general. These positions are staggered as outlined in the chapter's Policies and Procedures Guidelines so that no more than half of the elected officers leave office each year. In the event that no candidate steps forward to fulfill a position in which an officer has served to the extent of his or her term limits, a special vote by the chapter members can be cast to extend the term of that officer for up to 1 additional year while the chapter attempts to recruit a new volunteer for that position.

Section 6. Powers. The Board shall exercise all powers of the SWVA Chapter except as specifically prohibited by these bylaws, the PMI Bylaws and policies, its charter with PMI, 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 Bylaws and policies, and to exercise authority over all SWVA Chapter business and funds.

Section 7. Meetings and Participation. 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 including email. An appointed board member (i.e. director) participating by this means is deemed to be present in person at the meeting. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 8. Vacancy. The Board of Directors shall declare an officer (elected or appointed) position to be vacant where an officer (elected or appointed) ceases to be a member in good standing of PMI or of the SWVA Chapter by reason of non-payment of dues, or where the officer (elected or appointed) fails to attend three (3) consecutive Board meetings. An officer may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 9. Removal of an Officer. 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 10: Appointments. If any officer (elected or appointed) position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the President-Elect 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 – Nominations, Elections, and Voting by Members:

Section 1. Nomination. The nomination and election of officers shall be conducted annually in accordance with the terms of office specified in Article IV and Article V. All members in good standing of the PMI-SWVA shall have the right to vote in the election of officers.

Discrimination in election or nomination procedures on the basis of race, color, creed, gender, age, marital status, sexual orientation, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Office Transition. Elections of officers are normally held in the third quarter of each year. Candidates who are elected shall take office on the first day of December following the election, and shall hold office for the duration of their 25 month (or 13 month) terms or until their successors have been elected and qualified as outlined in the PMI-SWVA Policies and Procedures. This allows the out-going officer(s) to transition their position and PMI-SWVA property and documentation to the in-coming officer(s).

Section 3. Nominations. A Nominating 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. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted either in person during the Annual meeting of the membership or via electronic voting. The Board shall select the voting method annually and announce it to the membership with the slate of nominations. The candidate who receives a majority of votes cast for each position shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4. Ineligible Nominees. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee or nominated by petition.

Section 5: In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the SWVA Chapter may be used to support the election of any candidate or group of candidates for PMI, any PMI Chapter or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Chapter Nominating Committee, or other applicable body designated by the SWVA Chapter, will be the sole distributor(s) of all election materials for PMI-SWVA Chapter elected positions.

Article VII – Committees:

Section 1. Standing or Temporary. 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 SWVA Chapter officers and/or Directors can serve on the SWVA Chapter Committees, unless it specifically is restricted by the Bylaws

Section 2. Appointment. All committee members and a chairperson for each committee shall

be appointed by the President with the approval of the Board. Committee members may be appointed from the membership of the organization.

Article VIII – Finance:

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

Section 2. Setting of Dues. Annual membership dues shall be reviewed and set by the Board no later than November 30 each year and communicated to PMI in accordance with policies and procedures established by PMI prior to the fiscal year in which rate changes will take effect.

Section 3. Policies and Procedures. The 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. Dues Billing and Collection. All dues billings, dues collections and dues disbursements shall be performed by PMI.

Article IX – Meetings of the Membership:

Section 1. Annual. An annual meeting of the membership shall be held at a date and location to be determined by the Board.

Section 2. Special. Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President.

Section 3. Notice of all annual and special meetings of the membership 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 4. 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 special meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 5. Quorum. A quorum at all annual and special meetings of the SWVA Chapter shall be ten percent (10%) of the voting membership in good standing, present in person.

Section 6. Parliamentary Procedure. All meetings of the members shall be conducted according to parliamentary procedures determined by the Board.

Article X – Inurement and Conflict of Interest:

Section 1. Limitation of Gain. No member of the SWVA Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and

resources of the SWVA Chapter, except as otherwise provided in these bylaws.

Section 2. No Compensation. No officer, director, appointed committee member or authorized representative of the SWVA Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the SWVA Chapter of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. Necessary Conditions. The SWVA Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of SWVA Chapter and any corporation, partnership, association or other organization in which one or more of PMI-SWVA'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 board of directors who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to PMI-SWVA and complies with the laws and regulations of the applicable jurisdiction in which PMI-SWVA is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 4. Independence. All officers, directors, appointed committee members and authorized representatives of the PMI-SWVA shall act in an independent manner consistent with their obligations to the PMI-SWVA and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. Disclosure Requirements. 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 SWVA 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 1. Conditions for Being Indemnified. In the event that any person who is or was an officer, director, committee member, or authorized representative of the SWVA Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the SWVA Chapter, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable

expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Discretionary Indemnity. 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 Bylaw and in these Bylaws.

Section 3. Insurance. To the extent permitted by applicable law, the SWVA 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 SWVA Chapter, or is or was serving at the request of the SWVA 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 – Amendment of Bylaws:

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot, present at an annual or special meeting of PMI-SWVA duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail 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 in writing to the membership at least thirty (30) days before such meeting or vote.

Section 2. Proposed Amendments. 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. Consistent 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 PMI-SWVA's Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the SWVA Chapter or its governing officers failed to act according to this bylaws and PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the SWVA Chapter.

Section 2. In the event the SWVA Chapter failed to deliver value to its members as outlined in SWVA Chapter's business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve the SWVA Chapter as per the terms of the Charter.

Section 3. In the event the SWVA Chapter is considering to dissolve the chapter, the SWVA Chapter members of the Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4. Should the SWVA Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5. Unless superseded by law, dissolution of the SWVA Chapter entity must be approved by a majority of the members voting on the motion to dissolve.