

**Project Management Institute,  
New Jersey Chapter Bylaws  
June 2013**

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

Section 1: Name / Non-Profit Incorporation.

This organization shall be called the **Project Management Institute, New Jersey Chapter** (hereinafter **PMINJ**). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter **PMI**<sup>®</sup>) and separately incorporated as a non-profit, tax exempt corporation organized under the laws of New Jersey and known as **NJ Chapter Project Management Institute – PMI**. (All Chapters formed within the United States must be incorporated as 501(c) (6) organization.)

Section 2:

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

Section 3: Principal Office; Other Offices.

The principal office of PMINJ shall be located in the State of NJ. PMINJ may have other offices such as Branch offices as designated by PMINJ Board.

**Article II – Relationship to PMI.**

Section 1:

PMINJ is responsible to the duly elected PMI Board and is subject to all PMI policies, procedures, rules and directives lawfully adopted.

Section 2:

The Bylaws of PMINJ may not conflict with the current PMI Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with PMINJ Charter with PMI.

Section 3:

The terms of the Charter executed between PMINJ 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, PMINJ shall be governed by and adhere to the terms of the Charter.

**Article III – Purpose and Limitations of PMINJ.**

Section 1: Purpose of PMINJ.

- A. **General Purpose.** PMINJ has been founded as a non-profit, tax exempt corporation chartered by PMI, 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 PMINJ and PMI and these Bylaws, the purposes of PMINJ shall include the following:
  - 1. Build professionalism and excellence in Project Managers.
  - 2. Provide opportunities for Project Managers to obtain and maintain certification.
  - 3. Provide programs and opportunities to grow in Project Management knowledge and skills.
  - 4. Provide a forum for members to discuss project management concepts and principles.
  - 5. Promote the profession of project management.

6. Provide an environment for members to benefit from professional development, networking and recognition.
7. Provide programs for members of high quality and low cost.
8. Provide opportunities for members to give back to the profession and the community.
9. Promote awareness and add value to NJ and its communities through outreach.
10. Foster mutually beneficial partnerships with organizations.

Section 2: Limitations of PMINJ.

- A. General Limitations. The purposes and activities of PMINJ shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMINJ Articles of Incorporation.
- B. The membership database and listings provided by PMI to PMINJ may not be used for commercial or personal purposes and may be used only for non-profit purposes directly related to the business of PMINJ, consistent with PMI policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.
- C. The Officers and Directors of PMINJ shall be solely accountable for the planning and operations of PMINJ, and shall perform their duties in accordance with PMINJ's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

**Article IV – PMINJ Membership.**

Section 1: General Membership Provisions.

- A. Membership in PMINJ requires membership in PMI. PMINJ shall not accept members who have not been accepted as PMI members. PMINJ membership will be individual members.
- B. Membership in PMINJ is voluntary and shall be open to any eligible person interested in furthering the purposes of PMINJ. Membership shall be open to all eligible persons without regard to race, creed, gender, age, color, religion, national origin, sexual orientation, disability, veteran or marital status, or any other protected characteristics as established by applicable law.
- C. Members shall be governed by and abide by the PMI Bylaws and by the Bylaws of PMINJ and all policies, procedures, rules and directives lawfully made hereunder, including but not limited to the PMI Code of Conduct.
- D. All members shall pay the required PMI and PMINJ membership dues to PMI and in the event that a member resigns or their membership is revoked for just cause, membership dues shall not be refunded by PMI or PMINJ.
- E. Membership in PMINJ shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- F. Members, who fail to pay the required dues by the due date, shall be delinquent for a period of one (1) month and their names removed from the official membership list of PMINJ. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and PMINJ to PMI within such one month delinquent period.
- G. Upon termination of membership in PMINJ, the member shall forfeit any and all rights and privileges of membership.
- H. Members in good standing are eligible to vote.
- I. **Officers** of PMINJ must meet the following membership criteria:
  1. Must be a PMINJ member in good standing for at least 3 years prior to the election.
  2. Must be a NJ resident for at least 1 year prior to the election.
  3. Hold a PMI credential.
  4. Must have served as a volunteer in PMINJ for at least two years during the 3-year period prior to the election.
  5. Must have expressed a commitment to fulfill the duties of the applicable office and demonstrated knowledge of PMINJ's operations, as judged by the Nominating Committee.

6. Must be an active participant at PMINJ programs, by attending at least half of the board meetings, monthly programs and / or symposium of the previous 12 months prior to the election.
7. Must have been an Officer for at least 2 years prior to being nominated for President.

Section 2: Classes and Categories of Members. PMINJ shall not create its own membership categories. PMINJ Chapter membership categories shall be consistent with PMI membership categories.

#### **Article V – PMINJ Board:**

Section 1: PMINJ shall be governed by a Board. The Board shall be responsible for managing the purposes and objectives of the non-profit corporation. The Board is responsible for the successful operation and management of PMINJ, for maintaining adequate records for each respective area of responsibility, and for providing these records along with clear instructions to their successors. The Board will meet at least four times per year. The Board will consist of Officers, Advisors, and Directors.

Section 2: The Officers shall consist of the President, VP Administration, VP Finance, VP Marketing, VP Membership, VP Professional Development, VP Programs, VP Symposium, VP Recognition, VP Outreach, and VP Business Relationships elected by the membership and the most recent past President (who is not the current President or a current Vice President) and shall be members in good standing of PMI and of PMINJ and further qualified as described in Article IV Section 1-l.

In addition, the Board will consist of Advisors and Directors that are appointed by the President at the recommendation of the current Officers.

- a. The **Advisor** position is established to provide advice and guidance to the Board. The Advisors report to the President.
- b. The **Director** position is established to assist VPs to enhance the effectiveness of a specific area of the office, or to deal with PMINJ activities and / or areas of interest. The Officers shall issue job descriptions to define the responsibilities of the Directors.
- c. Each Officer, Director, or Advisor may designate **Project Managers** and team leads within their area of responsibility to assist accomplishing the goals of that area.

The term of office of the President will be two (2) years. The President will be limited to three (3) consecutive terms.

The term of office for the Vice Presidents will be two (2) years, limited to three (3) consecutive terms in the same position.

In the event there are no candidates for an elected position, and the previous Officer's consecutive term has expired, the Officers may grant an extension for that Officer for an additional two year term.

Once appointed to the Board, the term of the Advisor or Director is terminated by election or appointment to an Officer position, resignation, or they meet the criteria set in Article V, Sections 7 and 8. Also, their term expires with the membership election of their VP for Director and President for Advisor. The Advisors and Directors will be appointed by the President at the recommendation of the current Officers at the first September Board meeting.

The President and VP positions are staggered so that some of the positions are elected each year.

- a. In the even years, the VP Finance, VP Symposium, VP Professional Development, and VP Administration will be elected.
- b. In the odd years, the President, VP Membership, VP Programs, VP Marketing, VP Recognition, VP Outreach and VP Business Relationships will be elected. The VP Outreach will first be elected in 2015.

Section 3: Officer Responsibilities:

The **President** shall be the chief executive Officer for PMINJ 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 participate and vote on all committees except the Nominating Committee.

The **VP Administration** shall keep the records of all business meetings of PMINJ and meetings of the Board. This individual will also be responsible for all official correspondence to other organizations including PMI.

The **VP Finance** shall oversee the management of funds for duly authorized purposes of PMINJ.

The **VP Marketing** is responsible for all marketing and public relations activities for PMINJ.

The **VP Membership** is responsible for all membership and retention activities of PMINJ.

The **VP Programs** is responsible for establishing PMINJ's programs

The **VP Professional Development** is responsible for all matters relating to the development of professional abilities and certifications of the membership.

The **VP Symposium** is responsible for all matters relating to the PMINJ Seminars and Symposium.

The **VP Recognition** is responsible for recognizing accomplishments related to Project Management and other professional and personal achievements.

The **VP Business Relationships** is responsible for maintaining a consistent alliance with organizations that participate in the success of PMINJ.

The **VP Outreach** is responsible for maintaining alliances and providing assistance to New Jersey communities, corporations, government, and educational institutions.

Section 4: An Operations Manual will be maintained by PMINJ which identifies all the activities managed by each of the Officers.

Section 5: The Board shall exercise all powers of PMINJ, 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 PMINJ business and funds.

Section 6: The Board shall meet at the call of the President, or at the written request of five (5) members of the Board. A quorum shall consist of no less than one-half of the Officers at any given time. Each Officer shall be entitled to one (1) vote and may take part and must be present at the voting session. 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 determined by the Board.

Section 7: The Officers **may** declare an Officer, Director, or Advisor position vacant where an Officer, Director, or Advisor ceases to be a member in good standing of PMI or of PMINJ by reason of non-payment of dues, or where the Officer, Director, or Advisor fails to attend two (2) consecutive Board meetings. An Officer, Director, or Advisor may resign by submitting written notice to the VP Administration. Unless another time is specified in the notice or determined by the Officers, the resignation shall be effective upon receipt by the Officers of the written notice.

Section 8: An Officer, Director, or Advisor 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 Officers.

Section 9: If any Officer, Director, or Advisor position becomes vacant, the Officers may elect 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 order of succession will be: VP Administration, VP Membership, VP Finance, VP Programs, VP Professional Development, VP Symposium, VP Marketing, VP Business Relationships, VP Recognition, and VP Outreach. The Officer must meet the criteria for President, if they have not served on the Board for two years, then the next VP in the succession plan will serve as President.

Section 10: The Officers may create or eliminate any VP position(s) and underlying structures if the role or function no longer serves the needs of PMINJ with a 2/3 vote.

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

Section 1: The nomination and election of Officers shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of PMINJ shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, gender, creed, age, color, religion, national origin, sexual orientation, disability, veteran or marital status, or any other protected characteristics as established by applicable law is prohibited.

Section 2: Candidates who are elected shall take office on the first day of September following their election, and shall hold office for the duration of their terms or until their successors have been elected.

Section 3: A Nominating Committee shall prepare a slate containing nominees for the Officer positions and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Officers positions may also be nominated by petition process established by the Nominating Committee. Elections shall be conducted via electronic delivery to all voting members in good standing. The candidate who receives a majority of votes cast for each office shall be elected. If there is a tie of the votes cast, the current Officers (minus anyone involved in the tie) shall elect one of the nominees to the office. Votes shall be counted by the Nominating Committee.

Section 4: Selection of the Nominating Committee members will be a joint decision of the Past President who heads the committee, and the current Officers.

Section 5: No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Nominating Committee.

Section 6: In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or PMINJ may be used to support the election of any candidate or group of candidates for PMI, PMINJ 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 PMINJ Nominating Committee, or other applicable body designated by PMINJ, will be the sole distributor(s) of all election materials for PMINJ elected Officers.

#### **Article VII – PMINJ 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 PMINJ. PMINJ Officers and / or Directors can serve on PMINJ Committees, unless it is specifically restricted by the Bylaws.

Section 2: All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Officers.

#### **Article VIII - PMINJ Finance:**

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

Section 2: PMINJ annual membership dues shall be set by PMINJ's Officers and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3: PMINJ Board shall establish policies and procedures to govern the management of its finances and the VP Finance shall submit required tax filings to appropriate government authorities.

Section 4: All dues billings, dues collections and dues disbursements shall be performed by PMI.

#### **Article IX – Meetings of the Membership:**

Section 1: An annual meeting of the membership shall be held in conjunction with the Monthly meeting in September at a location to be determined by the Board. The Officers will be inducted at the annual business meeting in September.

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

Section 3: 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 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 such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 5: Quorum at all annual and special meetings of PMINJ shall be those members in good standing, present and in person.

Section 6: All meetings shall be conducted according to parliamentary procedures determined by the Board.

Section 7: To facilitate meeting the needs of PMINJ members who live or work a considerable distance from the regular meeting location: groups of members may meet under the name of PMINJ at any time or place as long as the following conditions are met:

- a. Written notification, including the purpose, date, and agenda, is sent to the VP Administration, and approval of the meeting is obtained from the President.
- b. Any material, which uses the name of PMINJ, is to be submitted to the VP Administration who will obtain approval from the Officers prior to its distribution or use.

#### **Article X - Inurement and Conflict of Interest:**

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

Section 2: No Board member, appointed committee member or authorized representative of PMINJ shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Officers may authorize payment by PMINJ of actual and reasonable expenses incurred by an Officer, Director, Advisor, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3: PMINJ may engage in contracts or transactions with members, Board members, appointed committee members or authorized representatives of PMINJ and any corporation, partnership, association or other organization in which one or more of PMINJ's Board members, 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 prior to commencement of any such contract or transaction;
- b. the Officers in good faith authorizes the contract or transaction by a 2/3 vote of the Officers who do not have an interest in the transaction or contract;
- c. the contract or transaction is fair to PMINJ and complies with the laws and regulations of the applicable jurisdiction in which PMINJ is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Officers.

Section 4: All Board members, appointed committee members and authorized representatives of PMINJ shall act in an independent manner consistent with their obligations to PMINJ and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5: All Board members, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which PMINJ has entered, or may consider entering , into contracts, agreements or any other business transaction (including contributions or donations), and shall refrain from voting on, or influencing the consideration of, such matters.

Section 6: Contracts should not be awarded without competitive bids provided where appropriate.

## **Article XI - Indemnification:**

Section 1: In the event that any person who is or was a Board member, committee member, or authorized representative of PMINJ, acting in good faith and in a manner reasonably believed to be in the best interests of PMINJ, 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, PMINJ may purchase and maintain liability insurance on behalf of any person who is or was a Board member, employee, trustee, agent or authorized representative of PMINJ, or is or was serving at the request of PMINJ as a Board member, employee, advisor, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

## **Article XII- Amendments:**

Section 1: These bylaws may be ratified by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of PMINJ duly called and regularly held; 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: 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 to the Officers with or without recommendation.

Section 3: All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board, as well as with PMINJ's Charter with PMI.

Section 4: The President will review and provide recommended updates, for these Bylaws within the first quarter of their new term or when appropriate.

## **Article XIII – Dissolution:**

Section 1: In the event that PMINJ or its governing Officers failed to act according to these Bylaws, its policies or all PMI policies, procedures, and rules outlined in the charter agreement, PMI has a right to dissolve PMINJ.

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

Section 3: In the event PMINJ considers dissolving, 75% of the Officers must vote in



agreement to the dissolution, and PMINJ's Officers must notify PMI in writing and follow the chapter dissolution procedure as defined in PMI's policy.

Section 4: Should PMINJ dissolve for any reason, its assets shall be dispersed equally by vote of 75% of the Officers to the selected educational institutions and non-profit organizations within the state of New Jersey after the payment of just, reasonable and supported expenses, consistent with applicable legal requirements.

### Document History

Date	Description
09-27-82	Original
07-04-86	Amended
08-10-88	Amended
04-10-91	Amended
04-21-96	Added VP Professional Development and Training
03-09-98	Added VP Symposium
10-22-02	Clarified the Executive Committee, Immediate Past President. Minor modifications to agree with current environment.
11-01-05	Re-write in PMI template. Officer qualifications added. Changed article for dissolution.
11-07-06	Include VP Marketing and minor modifications
12-01-09	All Directors and Advisors are elected by the current Board and receive Board voting privileges. <b>PMI did not approve this change giving Directors/Advisors the ability to vote – 5/4/10)</b>
01-25-10	Change Officer elections to stagger every year
03-22-10	Update to PMI's latest Template.
05-04-10	Updates per PMI for term limits and Advisor / Director voting rights.
06-04-13	Change the wording of the Board to include Officers, Advisors, and Directors and the difference in responsibility for Officers. Identify new VP Recognition, VP Outreach, and VP Business Relationships. Added 2 additional specific purposes to PMINJ chapter. Include that the Nominating Committee Selection members will be a joint decision of the Past President who heads the committee, and the current Officers. Officers may dissolve a VP position if no longer serving the chapter member needs. 75% vote of Officers required to dissolve the chapter, and 75% vote to distribute remaining funds to non-profit organizations after the payment of just, reasonable and supported expenses. Added that by-laws are ratified by membership.