

**Version 7.0**

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## ARTICLE I: NAME, PRINCIPAL OFFICE; OTHER OFFICES

### 1.0 NAME

~~1.1. This organization shall be called the Project Management Institute Northern Utah Chapter (referred to as “PMI Northern Utah Chapter” or “PMINUC”). This organization is a chartered Chapter of the Project Management Institute, Inc. (hereinafter “PMI®”).~~

1.1. This organization shall be called the Project Management Institute Utah Chapter (referred to as “PMI Utah Chapter” or “PMIUC”). This organization is a chartered Chapter of the Project Management Institute, Inc. (hereinafter “PMI®”).

### 2.0 INCORPORATION

2.1. The PMIUC shall be separately incorporated as a non-profit, tax exempt 501(c) (6) corporation (or equivalent) organized under the laws of the State of Utah in the United States of America.

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

### 3.0 PRINCIPAL OFFICE

3.1. The principal office of the PMINUC shall be located in Salt Lake City, in the state of Utah, in the United States of America.

### 4.0 OTHER OFFICES

4.1. The PMINUC may have other offices such as branch offices as designated by the PMIUC Board of Directors.

## ARTICLE II: RELATIONSHIP TO THE PROJECT MANAGEMENT INSTITUTE (PMI®)

1.0 The PMIUC is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

2.0 The bylaws of the PMIUC shall not conflict with current PMI® Bylaws , policies, procedures, rules or directives established or authorized by PMI® as well as PMINUC’s Charter with PMI®.

3.0 The terms of the Charter executed between the PMIUC and PMI®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

**4.0** In the event of a conflict between the terms of the Charter and the terms of these Bylaws, the PMIUC shall be governed by and adhere to the terms of the Charter.

## **ARTICLE III: PURPOSE AND LIMITATIONS OF THE PMI NORTHERN CHAPTER**

### **1.0 General Purpose**

**1.1.** The PMIUC has been founded as a non-profit, tax exempt corporation (or equivalent) chartered by PMI® and is dedicated to advancing the practice, science, and profession of project management in a conscientious and proactive manner.

### **2.0 Specific Purpose**

**2.1.** Consistent with the terms of the Charter executed between the PMIUC and PMI® and these Bylaws, the purposes of the PMIUC shall include the following:

**2.1.1.** Foster professionalism in the management of projects.

**2.1.2.** Identify and promote the fundamentals of project management and advance the best practices for managing successful projects.

**2.1.3.** Provide a recognized forum for free exchange of ideas, applications, and solutions to project management challenges.

**2.1.4.** Stimulate the application of project management to the benefit of industry and the public.

**2.1.5.** Collaborate with educational institutions to encourage education and career development at all levels in project management.

**2.1.6.** Disseminate information regarding advancements in project management within the Chapter's area of operation.

**2.1.7.** Foster growth of Chapter membership and commitment to local project management professionals through on-going recruiting plans and providing benefits to our members.

**2.1.8.** Promote professional project management principles, processes, and techniques with local businesses, governments, educational institutions, professional associations, and non-profit organizations.

### 3.0 General Limitations

**3.1.** The purposes and activities of the PMIUC shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMIUC Articles of Incorporation.

**3.2.** The membership database and listings provided by PMI® to the PMIUC may not be used for commercial purposes and shall be used only for non-profit purposes directly related to the business of the PMIUC, 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.

**3.3.** The officers and directors of the PMIUC shall be solely accountable for the planning and operations of the Chapter and shall perform their duties in accordance with the Chapter's governing documents, its Charter Agreement, Chapter Bylaws, PMI® Bylaws, policies, practices, procedures and rules and applicable law.

## ARTICLE IV: CHAPTER MEMBERSHIP

### 1.0 General Membership Provisions

**1.1.** Membership in the PMIUC requires membership in PMI®.

~~**1.2.** Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization.~~

**1.2** Membership in this organization shall be open to any eligible person interested in furthering the purposes of the organization.

~~**1.3.** Membership shall be open to all eligible persons regardless of age, color, national origin, citizenship status, physical or mental disability, race, religion, creed, gender, sex, sexual orientation, gender identity and/or expression or marital status.~~

**1.3** 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.

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

**1.5.** All members shall pay the required PMI® and PMIUC membership fees.

**1.5.1.** In the event a member resigns, or their membership is revoked for just cause, membership fees shall not be refunded by PMI® or the PMIUC.

**1.6.** Membership in the PMIUC shall terminate upon:

**1.6.1.** The member's resignation

**1.6.2.** Failure to pay fees

**1.6.3.** Expulsion from membership for just cause.

~~**1.7.** Members who fail to pay required fees when due shall be deemed delinquent for a period of thirty (30) days and their names shall be removed from the official membership list of the . A delinquent member may be reinstated by Payment in Full of all unpaid fees for PMI® and the PMI Northern Utah Chapter within the delinquent period.~~

**1.7.** Members who fail to pay the required dues when due shall be delinquent and their names removed from the official membership list of the PMI Utah Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues plus the applicable application fee for PMI and the PMI Utah Chapter to PMI.

**1.8.** Upon termination of membership in the PMIUC, the member shall forfeit any and all rights and privileges of membership.

**2.0** The PMIUC shall not create its own membership categories and shall be consistent with PMI® membership categories.

**3.0** To qualify for student membership in the Chapter, an individual shall be registered as a PMI® Student member and be registered as an undergraduate or graduate student in an accredited educational institution.

**4.0** All PMIUC members including student members are eligible to vote and hold office in the PMIUC.

## ARTICLE V: BOARD OF DIRECTORS

**1.0** The PMIUC shall be governed by a Board of Directors (Board).

**2.0** The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

**3.0** The Board shall exercise all powers of the PMIUC, except as specifically prohibited within 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 PMIUC business and funds.

**4.0** The Board shall consist of officers of the PMIUC elected by the chapter's membership and shall be members in good standing with PMI® and of the PMIUC.

**5.0** The Board shall meet at the call of the President or at the written request of three (3) members of the Board.

**6.0** A quorum shall consist of no less than one-half of the membership of the Board at any given time.

**7.0** At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means.

**8.0** Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

**9.0** Roles and responsibilities of each Board member are defined in the PMIUC Policy Manual.

**10.0** Changes to the Board's Roles and Descriptions shall be modified by a majority vote of the Board of Directors membership of the PMIUC.

**11.0** The PMIUC shall have 16 elected officers to serve in the following Board positions:

**11.1.** President

**11.2.** President Elect

**11.3.** Past President

**11.4.** Executive Vice President of Professional Development

**11.4.1.** Vice President of Programs

**11.4.2.** Vice President of Public Relations

~~**11.4.3.** Vice President of Community Outreach~~

**11.4.3.** Vice President of Community Outreach

**11.4.4.** Vice President of Communications/Technology

**11.4.5.** Vice President PDC

**11.4.6.** Vice President Volunteers

**11.5.** Executive Vice President of Operations

**11.5.1.** Vice President of Finance

**11.5.2.** Vice President of Governance

**11.5.3.** Vice President of Membership

**11.5.4.** Vice President of Member Services

~~**11.5.5.** Secretary~~

**11.5.5** Chief of Staff

**11.5.6.** Managing Director of Satellites

**11.5.7.** Future need if/when satellites locations are developed

**12.0** The voting members of the Board shall consist of:

**12.1.** Chapter President

**12.2.** President Elect

**12.3.** Two (2) Executive Vice Presidents

~~**12.4.** Secretary~~

**12.4** Chief of Staff

**12.5.** Ten (10) Vice Presidents

**13.0** Past President and Managing Director of Satellites shall serve as non-voting members of the Board.

**14.0** Each Board Member shall be entitled to one (1) vote and may take part and vote in person, by email or other legally acceptable means.

**15.0** The President shall be the Chief Executive Officer for the PMIUC and of the Board of Directors and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board.

**16.0** The Chief of Staff shall keep the records of all business meetings of the PMIUC and meetings of the Board.

**17.0** The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the PMIUC.

## **ARTICLE VI: NOMINATIONS and ELECTIONS**

**1.0** The nomination and election of officers and directors shall be conducted annually in accordance with the requirements contained in these Bylaws.

**2.0** All members of the PMIUC who are in good standing shall have the right to vote in the election.

**3.0** Discrimination in election and nomination procedures based on age, color, national origin, citizenship status, physical or mental disability, race, religion, creed, gender, sex, sexual orientation, gender identity and/or expression, marital status, or unlawful purpose, is prohibited.

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

**5.0** Length of Terms:

**5.1.** Chapter President-Elect shall be three (3) years

**5.1.1.** Limited to three (3) consecutive terms in the same position, and no more than a total of six (6) consecutive terms as a voting member of the Board.

**5.2.** All other Chapter Officers shall be two (2) years

**5.2.1.** Limited to three (3) consecutive terms in the same position, and no more than a total of six (6) consecutive terms as a voting member of the Board.

**5.3.** If there is no individual willing or able to fulfill an open position on the Board due to the length of terms set forth, the expiring officer of that open position may be re-elected for an additional term by a majority vote of the PMIUC membership.

**6.0** Elections for Board of Director positions shall alternate yearly.

**6.1.** Even Years will have 6 positions elected.

**6.2.** Odd years will have 6 positions elected.

**7.0** A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility of each nominee to stand for election.

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

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

**10.0** Candidates for Board positions may be nominated by a petition process established by the Nominating Committee or the Board.

**11.0** Elections may be conducted:

**11.1.** During the annual meeting of the membership

**11.2.** By mail-in ballot to all voting members in good standing

**11.3.** By electronic vote in compliance with the legal jurisdiction.

**12.0** Notice of election slates shall be sent in writing or other electronic means to the membership at least thirty (30) days before such meeting or vote.

**12.1.** Notice shall be deemed sufficient if sent to the last known physical / email address furnished to PMI® and PMINU Chapter.

**13.0** Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

**14.0** A candidate for each office shall be declared the winner who receives either:

**14.1.** A majority of unique votes of the voting membership in good standing, present at an annual PMIUC membership/business meeting duly called and regularly held.

**14.2.** A majority of unique votes of the voting membership in good standing, voting by mail or electronic ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot.

**15.0** Candidates who are elected shall take office on the first day of July following their election and shall hold office for the duration of their term or until their successors have been elected.

**16.0** The Board shall declare an officer position to be vacant where:

**16.1.** An officer ceases to be a member in good standing of PMI® or of the PMIUC by reason of non-payment of fees

**16.2.** Where the officer fails to attend three (3) consecutive Board meetings

**16.3.** Where the officer fails to attend four (4) or more Board meetings in the given year.

**17.0** An officer may resign by submitting written notice to the PMIUC President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt of the written notice by the Board.

**18.0** An officer may be removed from office for just cause in connection with the affairs of the organization:

**18.1.** 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 Northern Utah chapter Board of Directors.

**18.2.** Once an officer is removed in such a manner, that individual is ineligible for an elected position for 3 years.

**19.0** When an officer position becomes vacant, the Board shall appoint a successor to fill the office for the unexpired portion of the term for the vacant position.

**20.0** When the Chapter President is unable or unwilling to complete the current term of office, the Executive Vice President of Professional Development shall assume the duties and office of the presiding officer for the remainder of the term. The Board may also call for a special election by the chapter membership to fill the vacant position.

**21.0** Past Presidents of Northern Utah shall form an advisory board to the Chapter. They have no voting rights on the Board yet serve to provide advice on actions being undertaken by the Board.

## ARTICLE VII: CHAPTER COMMITTEES

**1.0** The Board shall authorize the establishment of standing or temporary committees to advance the purposes of the organization. Such committees shall be responsible to the Board.

**2.0** The Board shall establish a charter for each committee defining the committee's purpose, authority and outcomes.

**3.0** Committee members shall be appointed from the membership of the PMIUC.

**4.0** Each committee shall have as its sponsor an officer of the Chapter applicable to the purpose of the committee as determined by the Board. The Chapter President and applicable Board sponsor, with the approval of the Board, shall appoint all committee members and a chairperson for each committee.

**5.0** Board members shall not be part of standing or temporary committees.

## ARTICLE VIII: CHAPTER FINANCE

**1.0** The PMIUC Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

~~**2.0** PMIUC annual membership fees shall be set by the PMIUC Board and communicated to PMI® in accordance with policies and procedures established by PMI®.~~

**2.0.** PMI Utah Chapter annual membership dues will be agreed upon between PMI and the PMI Utah Chapter's Board of Directors and communicated in accordance with policies and procedures established by PMI.

**3.0** The tax year of the PMIUC shall be from January 1 to December 31.

**4.0** All accounts receivable, accounts payable and disbursements shall be performed by PMI®.

**5.0** Chapter budgets are based on a fiscal year from July 1 to June 30.

## ARTICLE IX: MEETINGS OF THE MEMBERSHIP

**1.0** An annual meeting of the membership shall be held at a date and location to be determined by the Board. **1.1.** Notice of all annual meetings shall be sent by the Board to all members at least thirty (30) days in advance of the meeting.

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

**2.1.** Notice of all special meetings shall be sent by the Board to Chapter membership with reasonable advance notice of the meeting.

**2.2.** Notices shall indicate the time and location of the meeting with the proposed agenda.

**2.3.** All business conducted at such meetings shall be limited to agenda items contained in the notice of the meeting.

**3.0** Quorum at all annual and special meetings of the PMIUC shall be composed of members in good standing, present and in person or five percent (5%) of the voting membership in good standing, present and in person.

**4.0** These meetings shall be conducted according to parliamentary procedures determined by the Board.

## ARTICLE X: INUREMENT and CONFLICT OF INTEREST

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

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

**3.0** PMIUC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members, or authorized representatives of PMIUC and any corporation, partnership, association, or other organization in which one or more of PMIUC'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: **3.1.** 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.

**3.2.** 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.

**3.3.** The contract or transaction is fair to PMIUC and complies with the laws and regulations of the applicable jurisdiction in which PMIUC is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

~~**4.0** All officers, directors, appointed committee members, and authorized representatives of the PMI Northern Utah Chapter shall act in an independent manner consistent with their obligations to the PMI Northern Utah Chapter and applicable law, regardless of any other affiliations, memberships, or positions.~~

**4.0** 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 PMI Utah 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.

**5.0** 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 PMIUC 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

**1.0** In the event that any person who is or was an officer, director, committee member, or authorized representative of the

PMIUC, acting in good faith and in a manner reasonably believed to be in the best interests of the PMIUC, 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.

**2.0** 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.

**3.0** To the extent permitted by applicable law, PMIUC 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 PMIUC, or is or was serving at the request of the PMIUC 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: AMENDMENTS

**1.0** Chapter Bylaws shall be amended with either:

**1.1.** A majority vote of the voting membership in good standing, present at an annual PMIUC membership/business meeting duly called and regularly held.

**1.2.** A majority vote of the voting membership in good standing, voting by mail or electronic ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot.

**2.0** Notice of proposed amendments shall be sent in writing or other electronic means to the membership at least thirty (30) days before such meeting or vote.

**2.1.** Notice shall be deemed sufficient if sent to the last known physical / email address furnished to the Institute.

**3.0** 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.

**3.1.** All such proposed amendments shall be presented by the Board with or without recommendation.

**4.0** All amendments must be consistent with PMI® Bylaws and the policies, procedures, rules, and directives established by the PMI® Board of Directors, as well as with the PMIUC's Charter with PMI®.

## ARTICLE XIII: CHAPTER POLICY MANUAL

**1.0** These Bylaws may reference a PMIUC Policy Manual for policies not specifically referenced in this document and can be amended / modified by a majority of the Board of Directors.

## ARTICLE XIV: DISSOLUTION

**1.0** In the event that the PMIUC 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 revoke the PMIUC Charter and require the chapter to seek dissolution.

**2.0** In the event the PMIUC failed to deliver value to its members as outlined in PMIUC's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the PMIUC Charter and require the chapter to seek dissolution.

**3.0** In the event the PMIUC is considering dissolving, the PMIUC's members of the Board of Directors must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI® policy.

**4.0** Should the PMIUC dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

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