

# By-Laws

The following document was amended as indicated by the Board of Directors on:

- 1 November 2000 and ratified by the General Membership on 6 December 2000.
- 4 May 2007 and ratified by the General Membership on 29 May 2007
- 26 July 2008 and ratified by the General Membership on 27 July 2008
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## Alamo Chapter Project Management Institute, Inc. BY-LAWS

### **Article I – Alamo PMI Chapter, Project Management Institute, San Antonio Texas and Surrounding area**

Section 1. Alamo Project Management Institute/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Alamo Project Management Institute Chapter (hereinafter “the ALAMO PMI”). This organization is the Alamo PMI chartered by the Project Management Institute, Inc. (hereinafter “PMI<sup>®</sup>”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of STATE OF TEXAS. ALL Components formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. Principal Office; Other Offices.

The principal office of the Alamo PMI shall be located in SAN ANTONIO, TEXAS in the STATE of TEXAS. The ALAMO PMI may have other offices such as Branch offices as designated by the ALAMO PMI Board of Directors.

### **Article II – Relationship to PMI.**

Section 1. The ALAMO PMI 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 the ALAMO PMI may not conflict with the current PMI’s Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the ALAMO PMI’s Charter with PMI.

Section 3. The terms of the Charter executed between the ALAMO PMI 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, the ALAMO PMI shall be governed by and adhere to the terms of the Charter.

**Article III – Purpose and Limitations of the ALAMO PMI.**

## Section 1. Purpose of the ALAMO PMI.

- A. General Purpose. THE ALAMO PMI has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in Information Technology, Project Management Consulting, Portfolio Management, Medical Industry, Construction Industry, and Energy Sectors in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the ALAMO PMI and PMI and these Bylaws, the purposes of the ALAMO PMI shall include the following:
  - 1) To foster professionalism in the management of projects.
  - 2) To contribute to the quality and scope of project management.
  - 3) To stimulate appropriate global application of project management for the benefit of general public.
  - 4) 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.
  - 5) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
  - 6) To provide education to project managers and individuals who want to start a career in project management
  - 7) To assist the local project management community with the advancement of their careers

## Section 2. Limitations of the ALAMO PMI.

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

## Section 1. General Membership Provisions.

- A. Membership in the ALAMO PMI requires membership in PMI®. The ALAMO PMI shall not accept as members any individuals who have not been accepted as PMI® members.

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, 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 the ALAMO PMI and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI Code of Conduct.

- C. All members shall pay the required PMI and ALAMO PMI 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 the ALAMO PMI.
- D. Membership in the ALAMO PMI 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 ALAMO PMI. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the ALAMO PMI to PMI within such one month delinquent period.
- F. Upon termination of membership in the ALAMO PMI, the member shall forfeit any and all rights and privileges of membership.
- G. The Chapter shall be governed by a Board of Directors consisting of the following elected officers:
  - 1) President
  - 2) Vice President of Programs
  - 3) Vice President of Membership
  - 4) Vice President of Professional Development
  - 5) Vice President of Chapter Finance
  - 6) Vice President of Volunteers
  - 7) Vice President of Communications
  - 8) Secretary

Section 2. Classes and Categories of Members. The ALAMO PMI shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.

#### **Article V – ALAMO PMI Board of Directors:**

Section 1. The ALAMO PMI 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 ALAMO PMI elected by the membership and shall be members in good standing of PMI and of the ALAMO PMI.

Terms of office for the Officers shall be TWO YEARS with a limit of two consecutive terms in the same position. Beginning in 2009, a non-retroactive term limit will take effect, limiting officers to 4 consecutive terms or 8 years of elected service on the Board consecutively. If there is no individual willing or able to fulfill an open position on the Board, that expiring officer may be re-elected for an additional term by a majority vote,

These positions are staggered based on the year the elected officers begin serving:

- 1) President (Odd years)
- 2) Vice President of Programs (Even years)
- 3) Vice President of Membership (Even years)
- 4) Vice President of Professional Development (Odd years)
- 5) Vice President of Chapter Finance (Odd years)
- 6) Vice President of Volunteers (Even years)
- 7) Vice President of Communications (Odd years)
- 8) Secretary (Even years)

Section 3. The PRESIDENT shall be the chief executive officer for the ALAMO PMI 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. The President must have served at least one term as a Vice President on the Chapter Board prior to running for President. The nominating committee may waive this requirement with approval from the Chapter Board, if necessary.

Section 4. The VICE PRESIDENT OF FINANCE shall oversee the management of funds for duly authorized purposes of the ALAMO PMI.

Section 5. The VICE PRESIDENT OF PROGRAMS shall be responsible for daily operations of the Chapter, and all administrative functions of the Chapter, as directed by the President and Board of Directors. The Vice President of Programs shall preside at all chapter business meetings and regularly scheduled chapter events.

Section 6. The VICE PRESIDENT OF MEMBERSHIP shall keep the official list of members; clearly indicating those entitled to vote and shall develop plans and programs to promote the recruitment and retention of Chapter members.

Section 7. The VICE PRESIDENT OF PROFESSIONAL DEVELOPMENT shall be responsible for developing plans and programs supporting the Chapter's education and professional development goals and objectives.

Section 8. The VICE PRESIDENT OF VOLUNTEERS shall be responsible for maintaining all chapter records of volunteers' activity for PDU awards and areas of interest. The Vice President of Volunteers shall work with the Board to develop plans to fill defined open positions in order to meet the Chapter mission and vision.

Section 9. The VICE PRESIDENT OF COMMUNICATIONS shall be responsible for developing, editing, and distributing communications to the chapter members and other PMI members within the chapter's service area.

Section 10. The SECRETARY shall keep the records of all business meetings of the ALAMO PMI and meetings of the Board shall be a non-voting position and shall be responsible for maintaining all Chapter Records including meeting minutes, voting results, chapter correspondence, and membership proposals/requests. The Chapter Secretary shall report to the President.

Section 11. The CHAPTER ADVISOR assumes the office automatically at the end of their term as President. The Chapter Advisor shall hold a non-voting advisory position and shall be responsible for providing advice to the Board and the Membership.

Section 12. The TRUSTEE(S) shall be appointed by the President and approved by a majority of the Board. Any Trustee(s) shall hold a non-voting advisory position and be responsible for providing guidance to the President and other Board Members concerning Chapter business. The Trustee(s) may be designated by the Board to assist other officers as necessary. Any Trustee must be a current Chapter member in good standing and must have served as a Chapter President.

Section 13: Director position descriptions and assignments will be reviewed and approved by a Board Member majority vote.

Section 14. The Board shall exercise all powers of the ALAMO PMI, 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 ALAMO PMI business and funds.

Section 15. 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 member shall be entitled to one (1) vote. 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 16. The Board of Directors shall declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the ALAMO PMI 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 PRESIDENT OR SECRETARY. 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 or Director at Large may be removed from office for just cause in connection with the affairs of the organization by a majority vote of the members present and in person at an official meeting of the membership, or by a majority vote of the Board.

Section 18: If any officer or Director at Large 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 Board shall elect a current Board member to assume the duties for the remainder of the term.

#### **Article VI – ALAMO PMI Nominations and Elections:**

Section 1. The nomination and election of officers and directors 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 the ALAMO PMI 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 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 by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of 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 policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of candidates for PMI, 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, will be the sole distributor(s) of all election materials for Component elected positions.

#### **Article VII – ALAMO PMI 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 ALAMO PMI officers and/or Directors can serve on be on the ALAMO PMI Committees, unless it specifically is 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 Board

#### **Article VIII - ALAMO PMI Finance:**

Section 1. The fiscal year of the ALAMO PMI shall be from 1 January to 31 December.

Section 2. ALAMO PMI annual membership dues shall be set by the ALAMO PMI's Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The ALAMO PMI 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.

#### **Article IX – 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.

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 voting membership directed to the PRESIDENT.

Section 3. Notice of all annual meetings shall be sent by the Board to all members at least 45 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 by 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 the ALAMO PMI shall be those members in good standing, present and in person. [Or ten percent (10%) of the voting membership in good standing, present and in person.]

Section 5. All meetings shall be conducted according to parliamentary procedures determined by the Board.

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

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

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

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

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 meeting of the ALAMO PMI 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 forty-five (45) 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 forty-five (45) 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's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with the ALAMO PMI's Charter with PMI.

#### **Article XIV – Dissolution:**

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

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

Section 3. In the event the ALAMO PMI is considering to dissolve the ALAMO PMI. The ALAMO PMI's 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 ALAMO PMI 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.