



# Project Management Institute PMI® Hawaii Chapter Bylaws

Ratified on March 31, 2023

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

Section 1. This organization shall be called the Project Management Institute, PMI® Hawaii Chapter, Inc., (hereafter “Chapter”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereafter “PMI®”) and is a Hawaii nonprofit corporation, tax-exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law.

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

Section 3. The principal office of the Chapter shall be located in the State of Hawaii. The chapter’s mailing address is 1150 Bishop Street, Suite 138, Honolulu, HI 96813.

## **Article II - Relationship to PMI®**

Section 1. The 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 Chapter may not conflict with the current PMI® Bylaws and all policies, procedures, rules, or directives nor with the Chapter's Charter Agreement with PMI®.

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

## **Article III - Purpose and Limitations of the Chapter**

Section 1.

- A. General Purpose. The Chapter has been founded as a nonprofit, tax-exempt corporation chartered by PMI®, and is dedicated to the profession of project management by creating a culture and community that facilitates professional growth through education and volunteerism.

- B. Specific Purposes. Consistent with the terms of the Charter executed between the Chapter and PMI® and these Bylaws, the purposes of the Chapter shall include the following:
1. Creating opportunities for development, learning, and networking in the field of project management.
  2. Providing programs and services to the Project Management community.
  3. Promoting project management, certifications, the PMI®, and project management professionalism to the community.
  4. Supporting the training and professional development of Project Management Professionals to improve overall skill level and effectiveness.
  5. Partnering with other professional organizations dedicated to the advancement of Project Management practices, objectives, and ideals.
  6. Create networking opportunities for Project Management Practitioners.

## Section 2. Limitations of the Chapter

- A. General Limitations. The purposes and activities of the Chapter shall be subject to limitations outlined in the Charter Agreement and these Bylaws, and conducted consistently with Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI® to the Chapter may not be used for commercial purposes and may be used only for nonprofit purposes directly related to the business of the Chapter, consistent with PMI® policies and all applicable laws and regulations, including but not limited to those laws and regulations about privacy and use of personal information.
- C. The officers and directors of the Chapter shall be solely accountable for the planning and operations of the Chapter and shall perform their duties by the Chapter's governing documents; its Charter Agreement; PMI's® Bylaws, policies, practices, procedures, and rules; Chapter policies, and applicable law.

## Article IV – Chapter Membership

### Section 1. General Membership Provisions

- A. Membership in the Chapter requires membership in PMI®. The Chapter shall not accept as members any individuals who have not been accepted as PMI® members. 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 Chapter, and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Conduct.
- C. All members shall pay the required PMI® and Chapter membership dues to PMI® and if a member resigns or their membership is revoked for just cause, membership dues shall not be refunded by PMI® or the Chapter.
- D. Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues, or expulsion from membership for just cause.
- E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the Hawaii Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Hawaii Chapter to PMI within such one month delinquent period.
- F. Upon termination of membership in the Chapter, the member shall forfeit any rights and privileges of membership.
- G. Only members in good standing (section A-C above) may vote on Chapter business and hold office.

## Section 2. Classes and Categories of Members

The Chapter shall not create its own membership categories. Chapter membership categories shall be consistent with PMI® membership categories.

## **Article V – Chapter Board of Directors**

Section 1. The Chapter shall be governed by a Board of Directors (hereinafter “Board”). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation.

Section 2. The Board shall consist of the officers of the Chapter elected by the members in good standing with PMI® and with the Chapter. The Chapter shall have nine (9) Officers to serve in the following positions:

- President
- Vice President of Finance
- Vice President of Operations
- Vice President of Programs
- Vice President of Communications
- Vice President of Education
- Vice President of Partnerships
- Vice President of Outreach
- Vice President of Technology

The President shall, upon completion of a term as President, serve as Immediate Past President.

Section 3. Terms of office for the Officers shall be two (2) years, limited to two (2) consecutive terms in the same position and no more than four (4) consecutive terms on the Board.

Members who serve the maximum consecutive terms on the Board, as defined in these bylaws, must have a minimum 2-year break before serving in any Board position again. Elected Board of Director positions are staggered so that half of the Board members are elected each year. The Board may appoint non-voting Directors at-will to accomplish the functions the Chapter.

The President may propose exceptions with approval of all Board members. Requires all voting board members participate in the discussion and vote on the proposal and that all votes approve.

Section 4. The **President shall be the Chief Executive Officer** for the Chapter and of the Board and shall perform such duties as are customary for presiding officers: lead the Board with chapter focus on alignment to PMI global initiatives, strategic planning, annual planning, partnerships building, and meeting the needs of the membership. The President must have served a full two-year term in another elected position before submitting a nomination as a candidate for election. 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 President shall appoint a chair from the existing Board for all meetings in which the President is unable to attend.

Section 5. The **Vice President of Finance** shall be responsible for the management of funds for duly authorized purposes of the Chapter. Duties will include but not be limited to: budget

formulation, investments, reporting status of funds, procurement, tax filings, and articles of incorporation. Financial records will be maintained in accordance with applicable state and federal requirements. Performs other duties as assigned.

Section 6. The **Vice President of Operations** shall maintain Chapter policies, procedures, and governance guidelines, provide administrative support, and manage volunteers. Duties will include but not be limited to: Chapter governance guidelines, calendar of events, board and chapter business meeting minutes, position descriptions, committee charters, and management of the membership and volunteer pool. Will address the needs of Chapter members, including membership recruitment, retention, and associated value delivery in accordance with chapter policies and bylaws. Performs other duties as assigned.

Section 7. The **Vice President of Programs** shall be responsible for Chapter programs, Professional Development Day (PDD), and Project of the Year and Project Manager of the Year awards. Duties will include but not be limited to: planning, coordinating and executing of Chapter programs such as breakfast round-tables, chapter luncheons, panel discussions, and webinars, PDD, and awards. Performs other duties as assigned.

Section 8. The **Vice President of Communications** shall be responsible for the internal and external communications of the Chapter both in the public and private domain. Duties will include but not limited to: planning, coordinating and publishing the Chapter's webpage, social media, periodic newsletters, email distributions, and chapter event announcements. Performs other duties as assigned.

Section 9. The **Vice President of Education** shall be responsible for training and mentorship opportunities. Duties will include but not be limited to: planning, coordinating and delivering the Chapter's educational activities such study groups, courses, certification preparation trainings, and mentoring programs. Performs other duties as assigned.

Section 10. The **Vice President of Partnerships** shall be responsible for building and maintaining strategic partnerships with a corporate sponsor focus. Duties shall include but not be limited to: engaging with local businesses, professional organizations to solicit, evaluate and secure corporate sponsorships, and non-profit organizations to establish mutually beneficial activities. Performs other duties as assigned.

Section 11. The **Vice President of Outreach** shall be responsible for building and maintaining relationships to support Chapter exposure and altruistic activities. Duties shall include but not be limited to: engagements with corporate businesses, non-profit organizations, community

organizations, military community, and non-PMI® conference events, college and youth outreach. Performs other duties as assigned.

Section 12. The **Vice President of Technology** shall be responsible for managing and maintaining all technology tools, IT Assets and IT Governance of the Chapter. Duties shall include but not be limited to: knowledge management, social media and collaboration platforms, data management and analysis, historical archives, PMI® reporting system and chapter information technology applications. Performs other duties as assigned.

Section 13. The **Immediate Past President** shall serve a two-year term in an advisory capacity and provide contextual and historical references to the Board. Duties will include but not be limited to: assisting the President's initiatives, participating in and supporting chapter events, managing the Annual Charter renewal submission process, and chairing the Nominations Committee. The Immediate Past President may cast a tie-breaking vote only when there is an equal number of ayes and nays among the Board.

Section 14. The Board shall exercise all powers of the 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 Chapter 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 voting membership of the Board. Each Board position shall be entitled to one (1) vote which may be cast only by the member elected to the position. 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 may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI® or of the Chapter by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings without submitting a report. 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 17. A Board member 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 at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 18. If any Board position other than the President becomes vacant, the Board may appoint and approve a successor to fill the office for the unexpired portion of the term for the vacant position or hold a special election by the Chapter's membership.

Section 19. If the President position becomes vacant, a successor shall be selected from the Vice Presidents by majority vote of the remaining Board members to assume the duties and office of the President for the duration of the term or until an election is held as determined by the Board. The Board may call for a special election by the Chapter's membership to fill a vacant position. The immediate Past President shall chair the meeting by which the Board selects a replacement for the vacant President position.

#### **Article VI – Chapter Nominations and Elections**

Section 1. The nomination and election of officers shall be conducted annually by the terms of office specified in these Bylaws. All voting members in good standing of the Chapter shall have the right to vote in the election. Nominations and the nomination process shall be open to all eligible members in good standing regardless of race, creed, color, age, or any other Federal or State protected categories.

Section 2. The Nominating Committee is responsible for preparing a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. The Nominating Committee, will be chaired by the Immediate Past President and one or more Chapter Members in good standing. No member of the Nominating Committee shall be included in the slate of nominees. Elections shall be conducted by electronic vote in compliance with the PMI® process. The candidate who receives a majority of votes cast for each office shall be elected.



Section 3. Governance for Board elected positions will be maintained in the Chapter’s Governance Guidelines. No candidate can resign from one elected position to be nominated for another elected position. Elections for Board positions shall be held in accordance with the schedule below:

Positions slated for Even-Year Election Term Begins in Odd Year	Positions slated for Odd-Year Election Term Begins in Even Year
President/CEO	VP, Programs
VP, Communications	VP, Finance
VP, Operations	VP, Education
VP, Partnerships	VP, Outreach
VP, Technology	

Section 4. By 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. 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.

Section 5. Members who are elected to Board positions within the Chapter’s annual election process shall assume office on the first day of January following their election and shall hold office for the duration of their term. Members who are elected to Board positions through a special election process, or appointed by the Board, shall assume office at a time determined by the Board. All Board members, whether elected or appointed, shall be formally notified in writing to include detailed orientation and transition instructions per the Chapter’s Governance Guidelines.

**Article VII – Chapter Committees**

Section 1. The Board may authorize the establishment of standing or special committees to advance the strategy, goals, and objectives of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board. Committees are responsible to the Board. Elected officers can serve on Chapter Committees, unless it specifically is restricted by the Bylaws.

Section 2. Standing Committees shall be established to serve recurring annual needs and shall be defined in the Chapter's Governance Guidelines.

Section 3. Special Committees may be established for specific tasks on a temporary basis as chartered by the President with the consent of the Board.

### **Article VIII – Chapter Finance**

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

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

Section 3. The Chapter 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 membership dues billings, collections, and disbursements shall be performed by PMI®

### **Article IX – Membership Meetings**

Section 1. An annual membership meeting shall be held at a date and location to be determined by the Board for an annual report to the Chapter membership regarding its operations and financial status. Notice of all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 2. Special meetings of the membership may be called by the President, by a majority vote of the Board, or by petition directed to the President from ten percent (10%) of the voting membership. Notice of all special meetings shall be sent by the Board to membership a reasonable advance notice to allow the opportunity to participate in the meetings. 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 3. A quorum at all annual and special meetings of the Chapter shall be those members in good standing, with at least five percent (5%) of total members present.

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

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

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

Section 2. No elected officer, director, appointed committee member or authorized representative of the Chapter shall receive any compensation, fees, or other tangible or financial benefits for service on the Board. However, the Board may authorize payment by the 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. The Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members, or authorized representatives of the Chapter and any corporation, partnership, association, or other organization in which one or more of the Chapter's directors, officers, appointed committee members or authorized representatives are: directors or officers of, 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 in written form to the Board before the 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 the Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Chapter is incorporated or registered at the time the contract or transaction is authorized, approved, or ratified by the Board.
- D. There is a formal determination of No Conflict of Interest by PMI® practice and process.

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

Section 5. All officers, directors, appointed committee members, and authorized representatives of the Chapter shall disclose any interest or affiliation they may have with any entity or individual with which the Chapter has entered or may enter into contracts, agreements, or any other business transactions, and shall refrain from voting on or influencing the consideration of such matters.

#### **Article XI – Indemnification**

Section 1. If any person who is or was an officer, director, committee member, or authorized representative of the Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Chapter, has been made a 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 a 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 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 Chapter, or is or was serving at the request of the Chapter, as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprises.

## **Article XII – Amendments**

Section 1. These bylaws may be amended by a vote of no fewer than 5% of the members who are in good standing at the time the vote is taken. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before the vote. An amendment shall be considered adopted with a supporting vote of two-thirds ( $\frac{2}{3}$ ) or greater of the total votes cast. Voting method may be by electronic ballot with a minimum of two (2) weeks and up to thirty (30) days for members to reply, or at a membership meeting of the Chapter duly called and regularly held, or by mail ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot.

Section 2. Amendments may be proposed by the Board on its own initiative or upon petition addressed to the Board from ten percent (10%) of members. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3. 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 Chapter's Charter with PMI®.

Section 4. The Board shall appoint a Special Bylaws committee every three years which shall be charged to assess the need for and propose appropriate updates to the bylaws and guide the Board and Chapter through a review of the proposed changes.

## **Article XIII – Dissolution**

Section 1. In the event the Chapter 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 Chapter Charter and require the Chapter to seek dissolution.

Section 2. In the event the Chapter fails to deliver value to its members as outlined in Chapter's business plan and without mitigating circumstances, the Chapter acknowledges that PMI® has a right to revoke the Chapter Charter and require the Chapter to seek dissolution.

Section 3. In the event the Chapter is considering dissolving, the Chapter's members of the Board must notify PMI® in writing and follow the dissolution procedures as defined in PMI® 's policy.

Section 4. . Unless superseded by law, the Board may propose to the Chapter a motion of dissolution which must be approved by a majority of the members voting on the motion to dissolve. Voting method may be by electronic ballot with reasonable timeframe for members to reply, or at a membership meeting of the Chapter duly called and regularly held, or by mail ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot.

Section 5. Should the 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.