

Article I - Name, Principal Office:

Section 1. Name/Non-Profit Incorporation

This organization shall be called the Project Management Institute, Westchester, NY Chapter, hereinafter "the PMI Westchester Chapter". This organization is a Chapter chartered by the Project Management Institute, Incorporated (hereinafter "PMI®") and separately incorporated as a non-profit, tax-exempt corporation (or equivalent) organized under the laws of New York State and incorporated as 501 (c) (6) organization

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

Section 3. Principal Office; Other offices

The principal office of the Chapter shall be located in Westchester County in the state of New York. The PMI Westchester Chapter may have other offices such as Branch offices as designated by the PMI Westchester Chapter's Board of Directors.

Article II - Relationship to PMI:

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

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

Article III – Purpose and Limitations of the PMI Westchester Chapter

Section 1. Purpose of the PMI Westchester Chapter.

- A. General Purpose. The PMI Westchester Chapter 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 a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI Westchester Chapter and PMI and these Bylaws, the purposes of the PMI Westchester Chapter shall include the following:
 - a) To foster professionalism in the management of projects.
 - b) To contribute to the quality and scope of project management.
 - c) To stimulate appropriate global application of project management for the benefit

- of the general public.
- d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others interested and involved in project management.
- e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

Section 2. Limitations of the PMI Westchester Chapter.

- A. General Limitations. The purposes and activities of the PMI Westchester Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI Westchester Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the PMI Westchester Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI Westchester Chapter, consistent with PMI policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the PMI Westchester Chapter 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; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV – PMI Westchester Chapter Membership:

Section 1. General Membership Provisions.

- A. Membership in the PMI Westchester Chapter requires membership in PMI. The PMI Westchester 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 disability.
- B. Members shall be governed by and abide by the PMI® Bylaws and by the bylaws of the PMI Westchester 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 PMI Westchester Chapter 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 PMI Westchester Chapter.
- D. Membership in the PMI Westchester 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 membership dues when due shall be considered delinquent for a period of one (1) month, and their names removed from the official membership list of the PMI Westchester Chapter. A delinquent member may be reinstated by payment in full to PMI of all unpaid dues for PMI and the PMI Westchester Chapter within such one month delinquent period.

F. Upon termination of membership in the PMI Westchester Chapter, the member shall forfeit any and all rights and privileges of membership.

G. Only members in good standing shall vote and shall hold office.

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

Article V – PMI Westchester Chapter Board of Directors:

Section 1. The PMI Westchester Chapter shall be governed by a Board of Directors (also known as Board Officers) (hereby referred to as "The Board"). The Board shall be responsible for carrying out the purposes and objectives of the Chapter. Each Board member shall be entitled to one (1) vote and may take part and vote in person only except the Past-President who serves as an Honorary Member is not a voting member.

Section 2. The Board shall consist of the officers of the PMI Westchester Chapter elected by the membership and shall be members in good standing of PMI and of the PMI Westchester Chapter. 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 (8 consecutive years) on the Board in general. 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 of the Chapter membership. These positions are staggered so that half of the positions are elected each year.

Section 3: The President

The President shall be the Chief Executive Officer for the PMI Westchester Chapter 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 of Directors. The President shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominations Committee. The President will be responsible for the overall functioning of PMIW and assurance that the chapter Board of Directors works together as a team.

Section 4: The President Elect

The President Elect is an elected position. The President Elect shall serve for one-year with the responsibility and obligation to focus on learning the position of and successfully transitioning into the President role of the PMI Westchester Chapter the end of the one-year term. The President Elect shall be a voting member of the Board of Directors. All nominees for President Elect must be from the current Board of Directors, within the past four (4) years.

Section 5. The Vice President - Programs is responsible for establishing the strategy for, setting the direction of, and overseeing, all of the program activities of the PMI Westchester Chapter, such as monthly meetings and special chapter meeting related events. The content of these activities is to be consistent and in accordance with the objectives of the Chapter.

Section 6. Vice President Administration shall keep the records of all business meetings of the PMI Westchester Chapter and meetings of the Board, as well as be responsible for managing essential chapter records and providing for efficient communication, electronic and otherwise, among officers.

Section 7. Vice President Finance shall oversee the management of funds for duly authorized purposes of the PMI Westchester Chapter and provide all financial reports required by PMI and governmental authorities.

Section 8. The Vice President - Membership shall be responsible for addressing the needs of chapter membership, including membership recruitment, retention, and associated value delivery in accordance with chapter policies and bylaws.

Section 9. The Vice President - Career and Professional Development shall be responsible for the strategy, setting the direction and overseeing all activities that support our membership's career and professional growth. The content of these activities is to be consistent and in accordance with the objectives of the Chapter.

Section 10. The Vice President - Outreach shall be responsible for managing the academic, business, and community outreach programs that support the Chapter's vision, mission, and goals. Outreach programs will include the development and management of opportunities to sponsor the Chapter and its events.

Section 11. The Vice President - Communications & Marketing shall be responsible for marketing activities of the chapter and the timely dissemination of information to and from the Chapter membership, using various tools to accomplish the objective.

Section 12. The immediate past Chapter President is an ex-officio non-voting member of the Board and is not accounted for in terms of quorum count and in matters requiring a vote at the Board level. This Board member is referred to as the Honorary Director. The Past President can serve as the Chair of the Nominations Committee; act as an Advisor to other Committees as requested by the President; and/or provide advice as requested by members of the Board of Directors.

Section 13. The Board shall exercise all powers of the PMI Westchester Chapter, except as specifically prohibited by these bylaws, the PMI® Bylaws and policies, 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 PMI Westchester Chapter business and funds.

Section 14. 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 and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, facsimile, electronic mail or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the

Board.

Section 15. The Board of Directors may declare a position to be vacant where an officer or Vice President ceases to be a member in good standing of PMI® or of the PMI Westchester Chapter by reason of non-payment of dues, or where the Vice President or Officer fails to attend two (2) unexcused consecutive Board meetings. An officer or Vice President may resign by submitting written notice to the VP Administration. 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 16. An elected officer, director or program manager may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 17. If any officer position becomes vacant, the Board may appoint a successor to fill the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the President Elect (if in office) or Vice-President of Programs shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

Article VI – PMI Westchester Chapter Nominations and Elections:

Section 1. The nomination and election of officers shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI. All voting members in good standing of the PMI Westchester Chapter 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 July 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 where the incumbent has served the two-year term and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by a petition process established by the Nominating Committee or by the Board. Elections shall be conducted to all voting members in good standing: (a) during an annual meeting of the membership; or b) by mail ballot; or (c) 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 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.

Article VII – PMI Westchester Chapter 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.

Section 2. All Committee members must be Chapter members. All committee members and a chairperson for each committee shall be appointed by the President with approval of the Chapter Board.

Article VIII – PMI Westchester Chapter Finance:

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

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

Section 3. The PMI Westchester 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 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. 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 of the Board; or by petition of ten percent (10%) of the voting membership directed to the President. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such special 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. Quorum at all annual and special meetings of the PMI Westchester Chapter shall be those members in good standing, present and in person.

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

Article X - Inurement and Conflict of Interest:

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

Section 2. No Officer, director, appointed committee member or authorized representative of the PMI Westchester Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI Westchester 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 PMI Westchester Chapter may engage in contracts or transactions with members, elected officers of the Board, appointed committee members or authorized representatives of the PMI Westchester Chapter and any corporation, partnership, association or other organization in which one or more of PMI Westchester Chapter's officers, appointed committee members or authorized representatives are: 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 the PMI Westchester Chapter and complies with the laws and regulations of the applicable jurisdiction in which the PMI Westchester Chapter 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 PMI Westchester Chapter, shall act in an independent manner consistent with their obligations to the PMI Westchester Chapter 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 PMI Westchester Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Article XI - Indemnification:

Section 1. In the event that any person who is or was an officer, Director, committee member, or authorized representative of the PMI Westchester Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI Westchester Chapter, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. 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 PMI Westchester 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 PMI Westchester Chapter, or is or was serving at the request of the PMI Westchester Chapter as a Director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XII- 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; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMI Westchester Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

Section 2. 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 PMI Westchester Chapter's Charter with PMI.

Article XIII - Dissolution:

Section 1. In the event that the PMI Westchester Chapter or its governing officers failed to act according to these bylaws or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the PMI Westchester Chapter's Charter and require the chapter to seek dissolution.

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

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

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

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