



**Project Management Institute®  
New Hampshire Chapter  
Bylaws**

# Project Management Institute New Hampshire Chapter Bylaws

## **ARTICLE I – NAME, PRINCIPAL OFFICE; OTHER OFFICES.**

### Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute New Hampshire Chapter (hereinafter “the PMI New Hampshire Chapter” or “the Chapter”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI<sup>®</sup>”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of New Hampshire as a Professional Association. As a Component formed within the United States, it must be incorporated as 501(c) (6) organization.

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

### Section 3. Principal Office; Other Offices.

The principal office of the PMI New Hampshire Chapter shall be located in Portsmouth, NH. The Chapter may have other offices such as Branch offices as designated by the Chapter Board of Directors.

## **ARTICLE II – RELATIONSHIP TO PMI.**

Section 1. The PMI New Hampshire Chapter 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 PMI New Hampshire Chapter may not conflict with the current PMI’s Bylaws and all policies, procedures, rules or directives established or authorized by PMI<sup>®</sup>, as well as with the Chapter’s Charter with PMI.

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

## **ARTICLE III – PURPOSE AND LIMITATIONS OF THE PMI NEW HAMPSHIRE CHAPTER.**

### Section 1. Purpose of the PMI New Hampshire Chapter.

- A. General Purpose. THE PMI New Hampshire Chapter has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI<sup>®</sup>, and is dedicated to advancing the practice, science, and profession of project management in New Hampshire in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI New Hampshire Chapter and PMI and these Bylaws, the purposes of the PMI New Hampshire 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 promote the value and implementation of project management in our business, public, charitable, and education communities.
  - 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.
  - f) To promote PMI, support its Certification Programs, and share its resources.

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## Section 2. Limitations of the PMI New Hampshire Chapter.

- A. General Limitations. The purposes and activities of the PMI New Hampshire Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI New Hampshire Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the PMI New Hampshire 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 New Hampshire 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 New Hampshire Chapter 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 – PMI NEW HAMPSHIRE CHAPTER MEMBERSHIP.

### Section 1. General Membership Provisions.

- A. Membership in the PMI New Hampshire Chapter requires membership in PMI®. The PMI New Hampshire 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 PMI New Hampshire 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 New Hampshire 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 New Hampshire Chapter.
- D. Membership in the PMI New Hampshire 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 PMI New Hampshire Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI New Hampshire Chapter to PMI.
- F. Upon termination of membership in the PMI New Hampshire Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. Members in Good Standing can vote and hold office. "*Members in Good Standing*" shall be defined as Chapter Members who have paid both PMI and Chapter dues and appear on the PMI Member list. In the event dues have been paid but not posted, the member must provide a verbal verification (written preferred) from PMI that dues have been received in order to be considered a Member in Good Standing.

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

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## **ARTICLE V – PMI NEW HAMPSHIRE CHAPTER BOARD OF DIRECTORS:**

Section 1. The PMI New Hampshire Chapter 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 PMI New Hampshire Chapter elected by the membership, and Directors appointed by the President. The PMI New Hampshire Chapter shall have five elected Officers to serve in the following positions: President, President-Elect, Vice President of Professional Development, Recording Secretary and Treasurer.

Each year the President-Elect shall be elected for a one-year term of office, and will automatically succeed the President for another one-year term. The terms of office for the Vice President of Professional Development, Recording Secretary and the Treasurer shall be two years, staggered so that no more than two of these positions are elected each year.

Elected Officers may serve no more than four consecutive terms in any elected position or combination of positions. If there is no individual willing and able to fulfill an open elected position on the Board, then that Officer may be re-elected for one additional term. Should an Officer position become vacant and subsequently filled, that partial term will not be considered in computing the term limit for the incoming Officer.

The Directors may include, but are not limited to: Membership Services, Finance, Programs, Meetings and Events, Education, Communications, Corporate Sponsorship, Director-at-Large, and Past President. All Directors shall be members in good standing of PMI and of the PMI New Hampshire Chapter. Terms of office for all Directors shall be two years, except Past President, which has a one-year term.

Directors are appointed and serve at the pleasure of the President. The President may request and be granted the resignation of any director for any reason.

All members of the Board shall be members in good standing of PMI and of the PMI New Hampshire Chapter.

Section 3. The President shall be the Chief Executive Officer for the PMI New Hampshire Chapter and of the Board, and shall perform such duties as are customary for presiding officers, including presiding over Board and Chapter meetings. The President shall make all required appointments, with the approval of a majority of the Board of Directors. The President shall also serve as a member ex-officio with the right to vote on all committees. The President shall file the annual Chapter Charter Renewal.

Section 4. The President-Elect is responsible for the development, delivery and operations for each Chapter meeting. The content of these programs is to be consistent and in accordance with the objectives of the Chapter. The President-Elect may collaborate with other Board members, such as a Director of Sponsorship or Director of Programs for assistance with this effort, however ultimate responsibility for these operations lie with the President-Elect. The President-Elect shall preside at Board and Chapter meetings in the President's absence.

Section 5. The Recording Secretary shall write and publish the records of all business meetings of the PMI New Hampshire Chapter and meetings of the Board. The Recording Secretary shall inform the PMI Global Operations Center (GOC) of all leadership transitions on the Board. The Recording Secretary shall ensure that all required Chapter documents are properly filed with the GOC, and that all Chapter documentation is properly and securely stored. The Recording Secretary shall preside at Board meetings in the President's and President-Elect's absence.

Section 6. The Treasurer shall oversee the management of funds for duly authorized purposes of the PMI

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New Hampshire Chapter. The Treasurer ensures compliance with all applicable tax laws, collects and accounts for meeting receipts, maintains the Chapter checking account, maintains accounts established by the Board, provides the year-end balance sheet and annual information required for the Chapter Charter Renewal. The Treasurer prepares and submits all required tax forms.

Section 7. The Vice President of Professional Development will be responsible for promoting project management professionalism through the development of educational publications, seminars, and workshops designed to help project management professionals achieve certification as Project Management Professionals (PMP®). The Vice President of Professional Development shall preside at Chapter meetings in the President's and President-Elect's absence.

Section 8. The Board shall exercise all powers of the PMI New Hampshire 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 PMI New Hampshire Chapter business and funds.

Section 9. The Board shall meet at the call of the President, or at the written request of three members of the Board. A quorum shall consist of no less than one-half of the membership of the Board at any given time, with a minimum of two elected Officers present.

Motions requiring expenditure of Chapter funds, motions establishing budgets for Chapter activities, or motions changing Chapter policy shall be voted on by elected Officers only, with each Officer entitled to one vote. A motion will carry when the number of votes in favor exceeds one half the number of Officer positions currently filled. Approved budgets for Chapter activities shall be considered pre-approved expenditures of Chapter funds.

Other motions, usually of administrative and operational nature, shall be voted on by the Board members present, with each Board member entitled to one vote. A motion will carry when the number of votes in favor exceeds one half the number of Board members present.

The Board shall conduct its business in face-to-face or teleconference meetings whenever possible. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board. The board may, at the call of the President, use other technological methods or media to discuss and vote upon time-sensitive issues when face-to-face or teleconference is not practical, so long as such methods or media are available to all Board members eligible to vote on the motions raised. The President shall ensure that all Board members have the opportunity to participate, and that the accepted parliamentary procedures are followed to the fullest extent possible.

Section 10. The Board of Directors shall declare an Officer or Director position to be vacant where an Officer or Director ceases to be a member in good standing of PMI or of the PMI New Hampshire Chapter by reason of non-payment of dues. An Officer or Director may resign by submitting written notice to the President or the Recording 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 11: Should any member of PMI New Hampshire Chapter believe that there is cause to remove a member of the Board from office, such evidence shall be presented to each and every member of the Board. The President, or the Past President if the President is the Board member in question, or the President-Elect if the Past President position is unfilled, shall convene a special meeting of the Board. At the special meeting, the Board shall determine next steps. A motion to remove a Board member will carry if two-thirds or more of the Board members present vote in favor. The Board member in question retains their right to vote in this matter.

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An Officer or Director removed from office by the preceding paragraph may appeal the decision at the next meeting of the membership for which two weeks notice of the appeal may and must be given. A motion for reinstatement will carry if two-thirds or more of Chapter members present and in person vote in favor.

Section 12: If any Officer 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 President-Elect shall assume the duties and office of the presiding officer for the remainder of the term, and the office of President-Elect will be considered vacant.

## **ARTICLE VI – PMI NEW HAMPSHIRE CHAPTER 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 PMI New Hampshire 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 appointed by the President 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 (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction, with (a), (b) or (c) determined by the Board and specified in the annual meeting announcement. The candidate who receives a majority of valid 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 – PMI NEW HAMPSHIRE 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. Committee members shall be appointed from the membership of the organization. The PMI New Hampshire Chapter Officers and/or Directors can serve on be on the PMI New Hampshire Chapter 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

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## **ARTICLE VIII - PMI NEW HAMPSHIRE CHAPTER FINANCE:**

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

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

Section 3. The PMI New Hampshire 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.

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 be sent by the Board in advance to those who will participate. The notice shall 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 PMI New Hampshire Chapter shall be ten percent (10%) of the voting membership in good standing, present and in person.

Section 6. 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 New Hampshire Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI New Hampshire Chapter, except as otherwise provided in these bylaws.

Section 2. No Officer, Director, appointed committee member or authorized representative of the PMI New Hampshire 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 New Hampshire 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. PMI New Hampshire Chapter may engage in contracts or transactions with members, elected Officers or Directors of the Board, appointed committee members or authorized representatives of PMI New Hampshire Chapter and any corporation, partnership, association or other organization in which one or more of PMI New Hampshire Chapter'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

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- B. the Board in good faith authorizes the contract or transaction by a majority vote of the Board who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to PMI New Hampshire Chapter and complies with the laws and regulations of the applicable jurisdiction in which PMI New Hampshire 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 New Hampshire Chapter shall act in an independent manner consistent with their obligations to the PMI New Hampshire 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 New Hampshire 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 New Hampshire Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI New Hampshire 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 New Hampshire 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 New Hampshire Chapter, or is or was serving at the request of the PMI New Hampshire 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 majority vote of the voting membership in good standing present at an annual meeting of the PMI New Hampshire Chapter, duly called and regularly held, or;
- by a majority vote of the chapter membership in good standing voting electronically, or;
- by a majority vote of the chapter 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.

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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 New Hampshire Chapter's Charter with PMI.

## **ARTICLE XIII – DISSOLUTION:**

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

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

Section 3. In the event the PMI New Hampshire Chapter is considering dissolving the Chapter, the Board of Directors must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4. Should the PMI New Hampshire 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.

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