



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

PMI New Hampshire Chapter Bylaws

Article I – Name, Principal Area of Operation, and Relationship to PMI:

Section 1. This organization shall be called the Project Management Institute PMI New Hampshire Chapter (hereinafter "the Chapter"). This organization is a local 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 the United States and the State of New Hampshire, as a Professional Association.

Section 2. The principal office of the PMI New Hampshire Chapter shall be located in Portsmouth NH, U.S.A., with membership generally from New Hampshire and Southern Maine areas. The mailing address is PMI New Hampshire Chapter, PO Box 4496, Portsmouth, NH 03802

Section 3. The PMI New Hampshire 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 4. 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 5. 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 the PMI Board of Directors as well as with the PMI New Hampshire Chapter's Charter with PMI.

Section 6. The terms of the Charter executed between the PMI New Hampshire Chapter and PMI, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

Article II - Purpose:

Section 1. The objectives of the PMI New Hampshire Chapter are to:

- A. Supplement the purposes of PMI as set forth in the PMI Bylaws.
- B. Encourage and facilitate education, certification, and professionalism in project management.
- C. Provide a forum for the discussion and examination of problems, solutions, applications, and ideas related to the management of projects.
- D. Foster communication between public and private sectors regarding project management.
- E. Disseminate, within the primary area of operation of the Chapter, information regarding developments in project management.

PMI New Hampshire Chapter Bylaws

Article III - Membership:

Section 1. Membership in this organization is voluntary and shall be open to any PMI member in good standing, as defined in Section 3, 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.

Section 2. 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, and shall not create its own membership categories.

Section 3. 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 4: 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.

Section 5: All members shall pay the required PMI and Component membership dues to PMI and in the event that a member resigns, membership dues shall not be refunded by PMI or the PMI New Hampshire Chapter.

Section 6: 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.

Section 7: Members are considered delinquent having failed to pay the required dues one (1) month after the due date shall be delinquent 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.

Section 8: Upon termination of membership in the PMI New Hampshire Chapter, the member shall forfeit any and all rights and privileges of membership.

Section 9. 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.

PMI New Hampshire Chapter Bylaws

Article IV – Officers:

Section 1. 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. All officers shall be members in good standing of PMI and of the PMI New Hampshire Chapter. 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 Vice President of Professional Development will serve a two-year term of office.

Section 2. 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 making all required appointments with the approval of the officers 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.

Section 3. The President-Elect is responsible for the development and delivery of operations relating to project management for each scheduled Chapter meetings. The content of these programs is to be consistent and in accordance with the objectives of the Chapter and with approval of the Chapter Board.

Section 4. 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®).

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

Section 3. The Board shall exercise all powers of the PMI New Hampshire 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 New Hampshire Chapter business and funds.

PMI New Hampshire Chapter Bylaws

Section 4. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board directed to the President. 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. Only the elected members of the board are entitled to a 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 5. 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, or where the officer or director fails to attend three (3) consecutive Board meetings where not less than three weeks notice has been provided. 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 6: An officer or director 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 7: If any officer or director 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.

Article VI – Nominations and Elections:

Section 1. The nomination and election of officers 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 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 during the annual meeting of all voting members in good standing. 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.

PMI New Hampshire Chapter Bylaws

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Article VII – 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 and a chairperson for each committee shall be appointed by the President with the approval of the Board. Committee members may be appointed from the membership of the organization.

Article VIII - Finance:

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

Section 2. 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 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 and special 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. A quorum at all annual and special meetings of the PMI New Hampshire Chapter shall be a minimum of ten percent (10%) of the voting membership in good standing, present in person.

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

PMI New Hampshire Chapter Bylaws

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.

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 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 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.

PMI New Hampshire Chapter Bylaws

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 minimum of 51 percent 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 51 percent 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 with reasonable advance notice 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 New Hampshire Chapter's Charter with PMI.

PMI New Hampshire Chapter Bylaws

Article XIII – Policies and Procedures:

Section 1. The NH PMI Board of Directors may establish procedures and policies for the operation of the PMI NH Chapter. The policies and procedures of the NH PMI Chapter may not conflict with the policies, procedures, rules and directives established or authorized by the PMI Board of Directors.

Article XIV – Dissolution:

Section 1. 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.