



**PROJECT MANAGEMENT INSTITUTE
CENTRAL FLORIDA CHAPTER, INC.**

CHAPTER BYLAWS

Revisions

Date	Description
01/02/1995	Original Charter
12/05/2000	Changes required for Chapter incorporation
10/04/2005	Modified election procedures and other changes
12/06/2005	Modified voting procedures and quorum requirements
12/05/2006	Changes required to conform to Project Management Institute, Incorporated template and modify responsibilities for minutes
04/28/2009	Changes required to conform to Project Management Institute, Incorporated template

BY-LAWS

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Central Florida Chapter (hereinafter “the PMICFL”). This organization is a Central Florida Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI[®]”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of the State of Florida. ALL Components formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. Principal Office; Other Offices.

The principal office of the PMICFL shall be located in MAITLAND, FL in the State of Florida. The PMICFL may have other offices such as Branch offices as designated by the PMICFL Board of Directors.

Article II – Relationship to PMI.

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

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

Article III – Purpose and Limitations of the Central Florida Chapter.

Section 1. Purpose of the Central Florida Chapter.

- A. General Purpose. THE Central Florida 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 Central Florida Chapter and PMI and these Bylaws, the purposes of the Central Florida Chapter shall include the following:
 - a. To encourage and facilitate education, certification, and professionalism in Project Management
 - b. To provide a forum for discussion and examination of problems, solutions, applications, and ideas related to the management of projects

- c. To foster communication between public and private sectors regarding project management
- d. To disseminate within the primary area of operation of the Chapter information regarding developments in project management
- e. To advance the mission and objectives of the Project Management Institute within the central Florida area.
- f. To develop a growing and committed membership of local Project Management Professionals through an aggressive recruiting plan.
- g. To promote professional Project Management principles and techniques with local businesses, universities, and professional associations.
- h. To support and enhance Project Management professionalism by developing and providing quality programs based on the Chapter's geographic needs.
- i. Create and deliver an educational program that strengthens local Project Manager skills and supports the Project Management Institute Certification Program.

Section 2. Limitations of the Central Florida Chapter.

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

Section 1. General Membership Provisions.

- A. Membership in the Central Florida Chapter requires membership in PMI®. The Central Florida 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 Central Florida 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 Central Florida 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 Central Florida Chapter.

- D. Membership in the Central Florida 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 Central Florida Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Central Florida Chapter to PMI within such one month delinquent period.
- F. Upon termination of membership in the Central Florida Chapter, the member shall forfeit any and all rights and privileges of membership. Any member who is deemed to be in good standing can vote and hold office in the Central Florida Chapter.

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

Article V – CENTRAL FLORIDA CHAPTER Board of Directors:

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

Each officer will serve a two-year term, limited to 2 consecutive terms in the same position. Beginning in 2009, a non-retroactive term limit will take affect, limiting individuals to 8 consecutive elected years of service on the Board. If there is no individual willing or able to fulfill an open position on the Board, due to this limit, that expiring officer may be re-elected for an additional term by a majority vote.

The elections held in even-numbered years will elect the positions of President, Vice President of Treasury and Finance, Vice President of Technology and Communications, Vice-President of Marketing, and Vice President of Programs. The election held in odd-numbered years will elect the positions of Vice President of Membership and Recruiting, Vice President of Member Relations, Vice President of Education and Certification, and Vice President of Records and Special Projects.

Section 3. The President shall be the chief executive officer for the Central Florida 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 Board. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee upon completion of their term.

Section 4. The Vice President of Records and Special Projects will keep the records of all business meetings of the Central Florida Chapter and meetings of the Board and is responsible for coordinating small projects as assigned by the Board of Directors.

Section 5. The Vice President of Treasury and Finance shall oversee the management of funds for duly authorized purposes of the Central Florida Chapter, including but not limited to the solicitation of input from Board members for development of financial goals and objectives for the Chapter, the preparation of an annual financial plan, as well as the collection and disbursement of all Chapter monies.

Section 6. The Vice-President of Membership and Recruiting will be responsible for the development and maintenance of a Chapter membership plan that assures continued growth through aggressive recruiting and partnering with major central Florida employers.

Section 7. The Vice-President of Technology and Communications is responsible for the timely dissemination of information both to and from the Chapter membership and to PMI Headquarters as required, using various tools to accomplish the objective. The main focus of this position is to provide strategic direction, leadership and best practices in the area of technology as it relates to the overall goals of the Chapter.

Section 8. The Vice-President of Marketing is responsible for marketing the local chapter and PMI via internal and external publications and through partnering with local businesses and educational institutions.

Section 9. The Vice President of Education and Certification will be responsible for promoting Project Management Professionalism through the development of educational publications, seminars, and workshops designed to help Project Managers achieve certification as Project Management Professionals (PMPs) and achieve re-certification.

Section 10. The Vice President of Programs is responsible for the development and delivery of programs relating to project management for each scheduled Chapter meeting. 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 11. The Vice President of Member Relations works in conjunction with the Vice President of Programs to ensure that all Chapter meetings run efficiently. They perform duties deemed important to support member relations during dinner meetings and other events as necessary.

Section 12. The Board shall exercise all powers of the Central Florida 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 Central Florida Chapter business and funds.

Section 13. The Board will 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 by legally accepted means. At its discretion, the Board may conduct its business by teleconference (with votes taking place via roll call), facsimile or other legally acceptable means with voting. Meetings will be conducted in accordance with parliamentary procedures determined by the Board.

Section 14. The Board of Directors will declare an officer or Director at Large position to be vacant where an

officer or Director at Large ceases to be a member in good standing of PMI or of the Central Florida Chapter by reason of non-payment of dues. The Board of Directors may declare an officer or Director at Large position vacant where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the President or Vice President of Records and Special Projects. 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 15: An officer or Director at Large 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 16: If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Vice President of Membership and Recruiting shall assume the duties and office of the presiding officer for the remainder of the term.

Article VI – CENTRAL FLORIDA 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 Central Florida 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 January, or one month 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 an annual or special meeting of the membership; or by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

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

Section 5: In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of candidates for PMI, Component or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate will 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 – CENTRAL FLORIDA 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 Central Florida Chapter officers and/or Directors can serve on the CENTRAL FLORIDA 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

Article VIII - CENTRAL FLORIDA CHAPTER Finance:

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

Section 2. Central Florida Chapter annual membership dues shall be set by the CENTRAL FLORIDA CHAPTER'S Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The Central Florida 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 should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 5. Quorum at all annual and special meetings of the Central Florida Chapter shall be those members 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 Central Florida Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Central Florida Chapter, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the Central Florida Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Central Florida 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. Central Florida Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Central Florida Chapter and any corporation, partnership, association or other organization in which one or more of Central Florida 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 Central Florida Chapter and complies with the laws and regulations of the applicable jurisdiction in which Central Florida 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 Central Florida Chapter shall act in an independent manner consistent with their obligations to the Central Florida 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 Central Florida 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 Central Florida Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Central Florida 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 Central Florida 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 Central Florida Chapter, or is or was serving at the request of the Central Florida 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, present at an annual or special meeting of the Central Florida Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic or 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 Central Florida Chapter's Charter with PMI.

Article XIII – Dissolution:

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

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

Section 3. In the event the Central Florida Chapter is considering to dissolve the Central Florida Chapter. The PMICFL's members of the Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4. Should the Central Florida 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.