PMI Kentucky Bluegrass Chapter Bylaws

Article I – Name, Principal Office; Other Offices

Section 1. Name/Non-Profit Incorporation.
This organization shall be called the Project Management Institute Kentucky Bluegrass Chapter, (hereinafter "the PMI KY Bluegrass Chapter"). This organization is a 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 Commonwealth of Kentucky, USA. All Chapters formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. Principal Office; Other Offices.
The principal office of the PMI Kentucky Bluegrass Chapter shall be located in Lexington in Kentucky. The PMI Kentucky Bluegrass Chapter may have other offices such as Branch offices as designated by the PMI Kentucky Bluegrass Chapter Board of Directors.

Article II – Relationship to PMI.

Section 1.
The PMI Kentucky Bluegrass 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 Kentucky Bluegrass 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 PMI Kentucky Bluegrass Chapter Charter with PMI®.

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

Article III – Purpose and Limitations of the PMI Kentucky Bluegrass Chapter.

Section 1. Purpose of the PMI Kentucky Bluegrass Chapter.

A. General Purpose. The PMI Kentucky Bluegrass 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 Kentucky Bluegrass Chapter and PMI® and these Bylaws, the purposes of the PMI Kentucky Bluegrass 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 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 other 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 Kentucky Bluegrass Chapter.

A. General Limitations. The purposes and activities of the PMI Kentucky Bluegrass Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI Kentucky Bluegrass Chapter Articles of Incorporation.

B. The membership database and listings provided by PMI® to the PMI Kentucky Bluegrass 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 Kentucky Bluegrass 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 Kentucky Bluegrass 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 Kentucky Bluegrass Chapter Membership.

Section 1. General Membership Provisions.

A. Membership in the PMI Kentucky Bluegrass Chapter requires membership in PMI®. The PMI Kentucky Bluegrass Chapter shall not accept as members any individuals who have not been accepted as PMI® members.

Membership in this organization 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 Kentucky Bluegrass 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 Kentucky Bluegrass 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 Kentucky Bluegrass Chapter.

D. Membership in the PMI Kentucky Bluegrass 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 and their names removed from the official membership list of the PMI Kentucky Bluegrass Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues plus the applicable application fee for PMI® and the PMI Kentucky Bluegrass Chapter to PMI®.

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

G. All PMI Kentucky Bluegrass Chapter members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all PMI Kentucky Bluegrass Chapter members meeting the qualifications are eligible to run for and hold a PMI Kentucky Bluegrass Chapter elected position.

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

Article V – PMI Kentucky Bluegrass Chapter Board of Directors:
(Source: Chapter Leader Guide: Chapter Volunteer Role Delineation Study)

Section 1.
The PMI Kentucky Bluegrass 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 Kentucky Bluegrass Chapter elected by the membership and shall be members in good standing of PMI® and of the PMI Kentucky Bluegrass Chapter.

Terms of office for the Officers of PMI Kentucky Bluegrass Chapter shall be two (2) years, except as noted below, limited to three (3) consecutive terms in the same position, and no more than three (3) consecutive terms on the Board in general. These positions are staggered so that one half are elected each year.

Section 3.
The President shall be the president for the PMI Kentucky Bluegrass 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 participate and vote on all committees except the Nominating Committee.

Section 4.
The VP of Administration/Secretary shall keep the records of all business meetings of the PMI Kentucky Bluegrass Chapter and meetings of the Board.

Section 5.
The VP of Finance shall oversee the management of funds for duly authorized purposes of the PMI Kentucky Bluegrass Chapter.

Section 6.
The VP of Communication shall oversee the management of all communication channels of the PMI Kentucky Bluegrass Chapter. They shall oversee publications, social media, marketing, and act as webmaster. They shall define and regularly update chapter communication along with social media strategy, communication plans and policies.

Section 7.
The VP of Membership shall oversee the management of chapter membership, recruitment, and retention. They shall develop and implement a plan to recognize member milestones, a membership retention program, provide membership analysis and reporting.

Section 8.
The VP of Programs shall oversee the management of event planning for the chapter. They shall work closely with the board to provide vision and oversight to execute all program initiatives, chapter meeting agendas and networking opportunities.

Section 9.
The President Elect shall be an informal/learning role without voting rights on the Chapter Board. They may be involved in other PMI Volunteer roles. The President Elect shall serve as successor to the President. The President Elect shall serve a 1-year term.

Section 10.
The Past President shall be an informal/mentoring role without voting rights on the Chapter board. They may be involved in other PMI Volunteer roles. The Past President is intended to act as a mentor the President. The Past President shall serve a 1-year term.

Section 11.
The Board shall exercise all powers of the PMI Kentucky Bluegrass 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 Kentucky Bluegrass Chapter business and funds.

Section 12.
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 or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 13.
The Board of Directors may 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 PMI Kentucky Bluegrass Chapter by reason of non-payment of dues, or 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. 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 14:

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 15:
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 President Elect 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 Kentucky Bluegrass Chapter Nominations and Elections:

Section 1.
The nomination and election of officers and directors 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 Kentucky Bluegrass 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 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 (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. 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, including the Single Point of Contact, shall be eligible for inclusion in the slate of nominees prepared by the Committee.

Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no current member of the Nominating Committee may resign from their position on the committee with the intention to run for a Board Candidate position.

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 Kentucky Bluegrass 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 membership of the organization. The PMI Kentucky Bluegrass Chapter officers and/or Directors can serve on the PMI Kentucky Bluegrass Chapter Committees, unless it specifically is restricted by the Bylaws.

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

Article VIII - PMI Kentucky Bluegrass Chapter Finance:

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

Section 2.
PMI Kentucky Bluegrass Chapter annual membership dues will be agreed upon between PMI® and the PMI Kentucky Bluegrass Chapter's Board of Directors and communicated in accordance with policies and procedures established by PMI®.

Section 3.
The PMI Kentucky Bluegrass 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 Kentucky Bluegrass 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 Kentucky Bluegrass Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI Kentucky Bluegrass Chapter, except as otherwise provided in these bylaws.

Section 2.
No officer, director, appointed committee member or authorized representative of the PMI Kentucky Bluegrass 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 Kentucky Bluegrass 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.
All officers, directors, appointed committee members and authorized representatives of the PMI Kentucky Bluegrass Chapter shall act in an independent manner consistent with their obligations to the PMI Kentucky Bluegrass Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 4.
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 Kentucky Bluegrass 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 Kentucky Bluegrass Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI Kentucky Bluegrass 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 Kentucky Bluegrass 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 Kentucky Bluegrass Chapter, or is or was serving at the request of the PMI Kentucky Bluegrass 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 Kentucky Bluegrass 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 Kentucky Bluegrass Chapter's Charter with PMI®.

Article XIII – Dissolution:

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

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

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

Section 4.

Should the PMI Kentucky Bluegrass Chapter dissolve for any reason, its assets shall be dispersed to an 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.