
Chapter Bylaws

PMI Eastern Iowa
Chapter

Chartered October 1996,
Updated September 20,
2016 (version 8.0)



Revision History

Date/Revision	Summary of Changes
October 2001 Second Revision 2.0	<ol style="list-style-type: none"> 1. Added Revision Log 2. Revised document to bring it in line with PMI's template for Component Bylaws. 3. Article 6.0, Officers <ol style="list-style-type: none"> a. replace "Roles" with "Responsibilities" for each position b. revise responsibilities list, Vice President of Membership & Recruiting c. rename Vice President Treasury & Finance to Vice President of Legal & Finance, revise responsibilities list d. revise responsibilities list, Vice President of Professional Development
January 2002 Third Revision 3.0	<ol style="list-style-type: none"> 1. On the recommendation of PMI Headquarters [Bylaws review committee], revised document to incorporate standard wording, and move sections from the Bylaws to a chapter policies and procedures document, for future ease in revising both documents. <ol style="list-style-type: none"> a. Remove specific instructions for calling and conducting special meetings of the membership. b. Remove officer responsibilities. c. Remove Article 6.0 Section, Special Chapter Officers (redundant). Article 8.0 addresses Committees and special appointments. d. Remove instructions in the Financial Guidelines section not required by government for incorporation purposes. e. Require chapter membership participation in the review and acceptance of amendments to the Bylaws, consistent with PMI standards.
November 2002 Fourth Revision to include suggestions from PMI HQ 4.0	<ol style="list-style-type: none"> 1. Revised titles: <ol style="list-style-type: none"> a. Vice President of Membership & Recruiting to Vice President of Membership b. Vice President of Legal & Finance to Vice President of Finance 2. Article 4.0– Meetings of the Membership: <ol style="list-style-type: none"> a. Section 4.2: corrected the end of the sentence pertaining to calling of special meetings, which was revised in January 2002 but incomplete. b. Section 4.4 & 4.5 – moved these sections about number of meetings per year to the Policies and Procedures document; renumbered the remaining two sections. Article 5.0 – Section 5.5: to clarify the meaning of "failure to attend two (2) consecutive board meetings, add the following "without explanation." 3. Article 6.0 – Officers: <ol style="list-style-type: none"> a. Section 6.1: remove "elected" from "The Chapter shall have 8 elected officers" and add a sentence "All but the Immediate Past President will

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	<p>be elected to the position.” This assists in clarifying a new section 2.</p> <ul style="list-style-type: none"> b. Section 6.2: (new) set term limits for elected officers as a maximum of two consecutive terms to the same office. c. Renumbered subsequent sections <p>4. Article 7.0 – Nominations, Elections and Tenure –</p> <ul style="list-style-type: none"> a. Section 7.1: deleted redundant wording “in good standing” and “chair the committee” b. Section 7.4 (new) add desired qualifications of candidates for President c. Renumbered subsequent sections d. Section 7.6 (renumbered) capitalized Annual Meeting to be consistent with other sections. <p>5. Article 12.0 – Amendments:</p> <ul style="list-style-type: none"> a. Removed “annual” from the phrase “at an annual meeting” to clarify when Bylaws can be revised (intent is ‘any meeting’, not just the annual meeting in December) b. Changed the advance notification period from 45 days to 30 days. c. Throughout: made revisions suggested by PMI HQ during its review of our proposed amendments.
<p>January 2006</p> <p>Fifth Revision</p> <p>5.0</p>	<ol style="list-style-type: none"> 1. Revised document structure from Roman numerals to X.0 format. 2. Type face and underlined all section headers for readability. 3. Section 1.2 and 3.2, deleted superfluous references to the Eastern Iowa Chapter. 4. Added section 5.2, simplified the title of the Ex-Officio to Past President added a succession clause for the office of President. 5. Added Section 5.8 to deal with replacement the President if the position becomes vacant. 6. Modified Section 6.1 to reflect new 7 member board structure and appointment of Directors 7. Modified Sections 6.4 - 6.10 to reflect the new duties of the President, Past President, Vice President of Communication, Vice President of Education, Vice President of Finance, Vice President of Operations, and Vice President of Outreach. 8. After 6.3, added a new diagram depicting the board structure. 9. Section 6.4 – added a clause to describe the appointment of a President’s representative when the President is absent. 10. Section 6.5 - Added a succession clause, if the Past President vacates their office early. 11. Modified Section 8.0 to reflect the appointment procedures for Directors and committees.

Date/Revision	Summary of Changes
February 2011 Sixth Revision 6.0	<ol style="list-style-type: none"> 1. Global change of VP of Communications to be renamed Communications & Publicity. 2. Section 5.0, 5.8 & 7.4 – Added the PMP certification requirement for holding the President role for the chapter. 3. Section 6.2 – removed term limits for BOD members, and clarified term limit for President. 4. 6.9 – removed references to Policy File. This has not been used or maintained for several years. 5. 7.8 – removed the references to Proxy voting. 6. 8.0 – removed reference to charter for directors.
March 2013 Seventh Revision 7.0	<ol style="list-style-type: none"> 1. Converted to new PMI-provided template 2. Article V, Section 4: Corrected text to clarify that the Past President has voting rights for the Nominating Committee. 3. Article V, Section 8: Clarified duties for Vice President of Operations to align with the current job description for the position. 4. Article VI, Section 7: Revised text to clarify that Nominating Committee presents slate of candidates to the Board meeting preceding the voting period. 5. Article VI, Section 8: Revised text to clarify that Nominating Committee prepares a ballot for use by the membership. 6. Article VI, Section 9: New text to provide restrictions on use of funds for campaigns. 7. Article IX, Section 1: Added clarifying text to stipulate when the chapter’s annual business meeting is conducted. 8. Article IX, Section 5: Added clarifying text to define a quorum for the annual business meeting and majority for elections. 9. Article XIV, Sections 1-3: Added clarifying text regarding additional reasons for chapter dissolution and required notification to PMI Global Operations.
June 2016 Eighth Revision 8.0	<ol style="list-style-type: none"> 1. Global: Modified text to align to the current PMI Bylaws template. 2. Article V: Adjusted text to reflect revised board structure (removed Past President position and added President-Elect and Secretary positions). 3. Article V, Section 7: Moved responsibility for technology support under the purview of the VP of Communications. 4. Incorporated edits recommended by PMI GOC.

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Chapter Overview

In support of the Project Management Institute (PMI®), which has a defined purpose of dedication "to advancing the state-of-the-art in the management of projects," the PMI Eastern Iowa Chapter commits to:

VISION

The PMI Eastern Iowa Chapter will be recognized as a dynamic organization of professional project managers dedicated to serving the business and educational community of Eastern Iowa and its surrounding counties through the advancement of project management.

MISSION

The PMI Eastern Iowa Chapter will provide a forum for professional project managers to promote the principles of the PMI® through networking with other project managers, sharing project experiences, providing and receiving training, and supporting project managers in their certification efforts.

OBJECTIVES

- Advance the mission and vision of the PMI® within the Eastern Iowa area.
- Develop a growing and committed membership of local project management professionals through an aggressive recruiting plan.
- Promote professional project management principles and techniques with local businesses, universities, and professional associations.
- Support and enhance project management professionalism by developing and providing quality programs based on local project manager needs.
- Create and deliver an educational program that strengthens local project manager skills and supports PMI® certification programs.

PMI Eastern Iowa Chapter Bylaws

Article I – Name, Jurisdiction, Principal Office

Section 1. Name/Non-Profit Incorporation

This organization shall be called the Project Management Institute Eastern Iowa Chapter (hereinafter “the EIC”). 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 Iowa. All Chapters formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. Jurisdiction

The EIC shall meet all legal requirements in the jurisdiction(s) in which the EIC conducts business or is incorporated/registered.

Section 3. Principal Office/Other Offices

The principal office of the EIC shall be located in Cedar Rapids in the state of Iowa. The EIC may have other offices such as branch offices as designated by the EIC Board of Directors.

Article II – Relationship to PMI

Section 1. Responsible to PMI

The EIC 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. No Conflict with PMI

The Bylaws of the EIC 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 EIC’s Charter with PMI.

Section 3. Charter

The terms of the Charter executed between the EIC 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 EIC shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the EIC

Section 1. Purpose of the EIC

- A. **General Purpose.** The 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 EIC and PMI and these Bylaws, the purposes of the EIC 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 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.
 - f) To collaborate with universities, other educational institutions, and corporate entities to encourage appropriate education and career development at all levels of project management activities.
 - g) To provide a guiding influence in academic and industrial research in the field of project management.
 - h) To seek and foster international cooperation and contacts with other organizations, both public and private, which relate to project management and to collaborate in matters of common interest and benefits.
 - i) To identify, develop, foster, and maintain professional: practice, ethical, certification and accreditation standards, and principles.

Section 2. Limitations of the EIC

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

Section 1. General Membership Provisions.

- A. Membership in the EIC requires membership in PMI®. The EIC 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, 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 EIC 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 EIC 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 EIC.
- D. Membership in the EIC 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 EIC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the EIC to PMI within such one-month delinquent period.
- F. Upon termination of membership in the EIC, the member shall forfeit any and all rights and privileges of membership.
- G. "Members in Good Standing" may vote in matters of chapter business and in chapter elections. Members in good standing may hold office in the Chapter. "Members in Good Standing" shall be defined as Chapter Members who have paid both the PMI® and Chapter dues and appear on the PMI® Chapter Member list. In the event dues have been paid but not posted, the member must provide written verification (e-mail acceptable) from the PMI® that dues have been received, in order to be considered a member in good standing.

Section 2. Classes and Categories of Members

The EIC shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V –Chapter Board of Directors

Section 1. Governance

The EIC 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. Board Make-up

The Board shall consist of the officers of the EIC elected by the membership and shall be members in good standing of PMI and of the EIC. Terms of office for the Officers shall be one year. The President and President-Elect positions are limited to a one-year term, unless there is no suitable candidate to run for either position.

The EIC shall have eight (8) officers to serve in the following positions: President, President-Elect, Vice President of Communication & Publicity, Vice President of Education, Vice President of Finance, Vice President of Operations, Vice President of Outreach, and Secretary. Refer to Figure 1. All offices but President will be elected positions. The President-Elect will assume the role of President following a one-year term as President-Elect

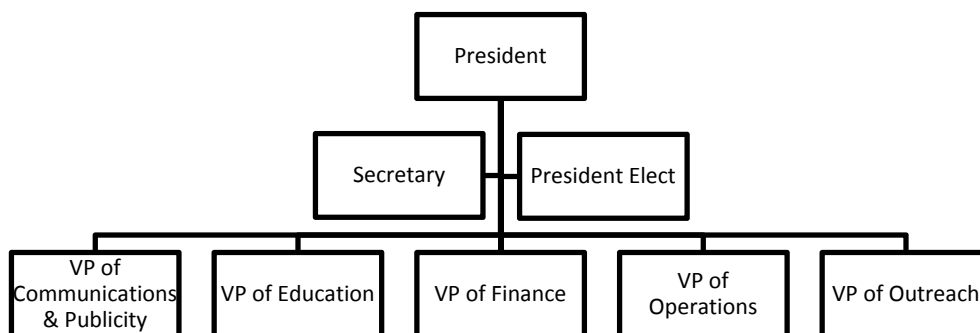


Figure 1. Board of Directors Structure

Section 3. Chief Executive Office/President

The President shall be the chief executive officer for the EIC 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.

The President is responsible for the overall functioning of the EIC, assuring that the Board works together as a team, dedicated to achieving the vision, mission, and objectives detailed in the Chapter Charter.

Section 4. Secretary

The Secretary shall keep the records of all business meetings of the EIC and meetings of the Board. The Secretary is an elected position, and the scope of responsibilities includes.

- A. Maintain custody of the approved Bylaws, charter agreement and amendments, chapter policies and procedures, and all other non-financial records for the chapter.
- B. Coordinate and distribute board meeting agendas.
- C. Maintain all meeting minutes.
- D. Provide support for membership communication.
- E. Assist in development or maintenance of succession planning documents and chapter job descriptions.

Section 5. Vice President of Finance

The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the EIC. The Vice President of Finance will:

- A. Solicit input from individual Board members for development of financial goals and objectives for the EIC.
- B. Provide counsel to the Board concerning the management of the EIC's finances.
- C. Maintain all incorporation, tax identification, insurance, and Internal Revenue Service documentation.

Section 6. President-Elect

The President-Elect serves as the successor to the President and is a member of the Board with the right to vote on all committees. The President-Elect will assist the President with his or her duties of

managing the chapter and assume the role of the chapter President if the President is unable to perform duties for any reason.

Section 7. Vice President of Communications & Publicity

The Vice President of Communications & Publicity is responsible for management of internal and external communication for the EIC. His or her responsibilities are to:

- A. Provide timely dissemination of information both to and from the Chapter membership.
- B. Recommend and implement various communications tools.
- C. Publicize the EIC and the PMI® to internal and external publications and through partnering with local businesses and organizations.
- D. Provide technology support to the Board and the EIC, as well as research new technologies and their potential implementation.

Section 8. Vice President of Education

The Vice President of Education is responsible for promoting project management professionalism within the chapter membership. This responsibility includes:

- A. Scheduling of seminars and workshops designed to expand the skills and knowledge of the chapter membership.
- B. Providing opportunities for professional certification through PMI® and other professional designations as directed by the Board.
- C. Development and delivery of programs relating to project management for each scheduled EIC meeting. The content of these programs is to be consistent and in accordance with the objectives of the EIC and with approval of the Board.

Section 9. Vice President of Operations

The Vice President of Operations is responsible for the processes related to the overall internal operations of the Chapter. The office's duties include:

- A. Promote membership relations with all chapter members.
- B. Oversee logistical support to the Board and the EIC for chapter events.

Section 10. Vice President of Outreach

The Vice President of Outreach is responsible for overall promotion of the chapter and communication of its mission and benefits. The promotion activities planned and executed by the Board will be

conducted in close coordination with the Vice Presidents of Communication and Education and supported by the Vice President of Operations. The scope of outreach activities will include the following:

- A. Current chapter members.
- B. Area corporations and businesses
- C. Area colleges, universities and other institutions of higher learning.
- D. Other professional organizations.
- E. Individuals in the area who are not current members of the Chapter. This includes non-PMI® members, as well as PMI® members who are not currently chapter members.

Section 11. Exercise of Power

The Board shall exercise all powers of the EIC, 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 EIC business and funds.

Section 12. Board Meetings

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. Board Vacancies

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 EIC 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 or 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 14. Removal of Officer

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. Filling Vacant Positions

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 – EIC Nominations and Elections

Section 1. Right to Vote

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, Article V, Section 2, and this Article VI. All voting members in good standing of the EIC 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. Term of Office

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. Slate of Candidates

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. Nominating Committee

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

Section 5. Campaign Restrictions

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 – Directors and Committees

Section 1. Committees

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 EIC officers or Directors can serve on the EIC Committees, unless it specifically is restricted by the Bylaws.

Section 2. Committee Members and Chair

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

Article VIII – EIC Finance

Section 1. Fiscal Year

The fiscal year of the EIC shall be from 1 January to 31 December.

Section 2. Membership Dues

EIC annual membership dues shall be set by the EIC Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3. Fiscal Management

The EIC 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. Billing and Collection of Dues

All dues billings, dues collections, and dues disbursements shall be performed by PMI®.

Article IX – Meetings of the Membership

Section 1. Annual Meeting

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

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

Quorum at all annual and special meetings of the EIC shall be those members in good standing, present and in person.

Section 4. Parliamentary Procedures

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

Article X – Inurement and Conflict of Interest

Section 1. Restriction on Gains

No member of the EIC shall receive any pecuniary gain, benefit, or profit, incidental or otherwise, from the activities, financial accounts, and resources of the EIC, except as otherwise provided in these Bylaws.

Section 2. Compensation or Benefits

No officer, director, appointed committee member or authorized representative of the EIC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the EIC 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. Contracts with Members

EIC may engage in contracts or transactions with members, elected officers, or directors of the Board, appointed committee members or authorized representatives of EIC and any corporation, partnership, association or other organization in which one or more of EIC'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 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 EIC and complies with the laws and regulations of the applicable jurisdiction in which EIC is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

Section 4. Obligations to EIC

All officers, directors, appointed committee members and authorized representatives of the EIC shall act in an independent manner consistent with their obligations to the EIC and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. Disclosure

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 EIC 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. Liabilities

In the event that any person who is or was an officer, director, committee member, or authorized representative of the EIC, acting in good faith and in a manner reasonably believed to be in the best interests of the EIC, 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. Discretionary Indemnification

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. Insurance

To the extent permitted by applicable law, the EIC 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 EIC, or is or was serving at the request of the EIC 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. Two-thirds Vote

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 EIC 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. Proposed Amendments

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. Consistency with PMI

All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules, and directives established by the PMI Board, as well as with the EIC's Charter with PMI.

Article XIII – Dissolution

Section 1. Failure to Comply with Bylaws

In the event that the EIC 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 EIC Charter and require the chapter to seek dissolution.

Section 2. Failure to Deliver Value

In the event the EIC failed to deliver value to its members as outlined in EIC'S business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the EIC Charter and require the Chapter to seek dissolution.

Section 3. Notification to PMI

In the event the EIC is considering dissolving, the EIC's members of the Board of Director must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy

Section 4. Disposition of EIC Funds.

Should the EIC dissolve for any reason, its assets shall be dispersed to a charitable organization

designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5. Member Approval

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