

Project Management Institute Western Idaho Chapter Inc.

Chapter Bylaws

Approved on: June 25th, 2025

Revision History

Revision History			
Revision Number	Date of Release	Owner	Summary of changes
Rev 01	02/25/2013		Major Rewrite – Draft
Rev A	07/24/2013	KCooper	Approved Bylaws
Rev B	1/30/2014	BButler	Amended Bylaws based on feedback from PMI
Rev C	6/25/25	Karen Hardesty, Dana Bowlin	Major revision change that reflects bylaws template provided by the PMI.

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Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Western Idaho Chapter, Inc. (hereinafter “the PMIWIC”). 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 STATE of IDAHO. PMIWIC is incorporated as a 501(c) (6) organization.

Section 2. Governing Legal Requirements.

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

Section 3. Principal Office; Other Offices.

The principal office of the PMIWIC will be located within the borders of the PMIWIC’s geographic chapter territory as defined by the PMI®. The principal PMIWIC office address will coincide with the address on the Annual Report filed with the Office of the Secretary of State in the State of Idaho. The PMIWIC may have other offices such as Branch offices as designated by the PMIWIC Board of Directors.

Article II – Relationship to PMI.

Section 1. Responsibility to PMI®

The PMIWIC 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. Consistency with PMI®

The bylaws of the PMIWIC 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 PMIWIC’s Charter with PMI.

Section 3. Precedence of the Chapter.

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

Article III – Purpose and Limitations of the PMIWIC.

Section 1. Purpose of the PMIWIC.

General Purpose.

The PMIWIC has been founded as a 501(c)(6) 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.

Specific Purposes.

Consistent with the terms of the Charter executed between the PMIWIC and PMI and these Bylaws, the purposes of the PMIWIC 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) Advance the general and specific purposes of the PMI®.
- f) Promote professional project management principles and techniques to businesses, government, universities, and other entities within the PMIWIC's chapter territory.
- g) Advance the practice and profession of project management by partnering with other professional organizations dedicated to the advancement of professional project management practices, objectives, and ideals.
- h) Develop a growing and committed membership of local Project Management Professionals through effective communication, leadership, and recruitment plans.
- i) Create and deliver an educational, learning, and development program that strengthens project management skills within the PMIWIC's chapter territory.
- j) Create networking opportunities for project management practitioners by providing a forum for discussion and examination of problems, solutions, applications, and ideas related to the management of projects.
- k) Identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

Section 2. Limitations of the PMIWIC.

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

Section 1. General Membership Provisions.

- A. Membership in the PMIWIC requires membership in PMI®. The PMIWIC 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 PMIWIC 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 PMIWIC 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 PMIWIC.
- D. Membership in the PMIWIC 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 PMIWIC. A delinquent member may be reinstated by payment in full of all unpaid dues plus the applicable application fee for PMI and the PMIWIC to PMI.
- F. Upon termination of membership in the PMIWIC, the member shall forfeit any and all rights and privileges of membership.
- G. Any person who volunteers and assists the PMIWIC will not be eligible for any PMIWIC rights or privileges of membership unless they are members in good standing.
- H. Only PMIWIC members in good standing will be eligible to vote on matters concerning the PMIWIC.

Section 2. Classes and Categories of Members.

PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V – PMIWIC Board of Directors.

Section 1. Overall Responsibilities.

The PMIWIC shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the 501(c)(6) non-profit, tax exempt corporation (or equivalent).

Section 2. Length of Terms of Office and Tenure.

The Board shall consist of the officers of the PMIWIC elected by the membership and shall be members in good standing of PMI and of the PMIWIC. The term of office for the President position will be a one (1) year term. After serving the one (1) year term, the President position will automatically succeed into the Past President position, and the President Elect position will succeed into the President position. Terms of office for all other Board members shall be two (2) years. All board members are limited to four (4) consecutive terms in the same position, and no more than four (4) consecutive terms on the Board in general. These positions are staggered so that 4 (four) are elected each year. Past Board members who have reached their eight (8) year consecutive term limit can re-run for a Board position provided they have vacated the Board and have not held a Board position for a period of one (1) year following that vacancy.

Section 3. The President.

The President shall be the chief executive officer for the PMIWIC 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. VP of Communications.

The VP of Communications shall keep the records of all business meetings of the PMIWIC and meetings of the Board.

Section 5. VP of Finance.

The VP of Finance shall oversee the management of funds for duly authorized purposes of the PMIWIC.

Section 6. Board Composition.

Other Board positions, including the positions of President Elect and Past President, will be defined in the PMIWIC Policies, Guides, or Procedures and will from time to time, and at the discretion of the Board be redefined based upon the needs of the Chapter.

Section 7. Overall, Power of the Board.

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

Section 8. Quorum.

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 two-thirds (2/3) 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, virtually or via email. 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 9. Board Attendance.

The Board of Directors may declare a board position to be vacant where a board member ceases to be a member in good standing of PMI or of the PMIWIC or the board member fails to attend two (2) consecutive Board meetings without notice. A board member may resign by submitting written notice to the President and VP of Communications. 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 10: Removal.

A board member 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 11: Vacancies.

If any board 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 – PMIWIC Nominations and Elections.

Section 1. Open Elections.

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 PMIWIC 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. Election Cadence.

The nomination and election cadence of the Board will be staggered per the table below to provide smooth and efficient governance of the Chapter. Election cadence for all other Board positions not listed in the table below will be defined and maintained in the PMIWIC Policies, Guides and Procedures.

President	Succeeds to Past President position after 1 year
Vice President – Finance	Even Years
Vice President – Communications	Odd Years

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. The succession for the President position will proceed as follows:

- A. The current President Elect will succeed to the President position.
- B. The current President will succeed to the Past President position.
- C. The current Past President will vacate the position.

Section 3. Election Activities and Lifecycle.

Nominations and elections are the responsibility of the Past President position. In the absence of a standing Past President, the Board will appoint a Nominating Committee. The Past President or 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 Past President or 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 Past President, Nominating Committee or by tellers designated by the Board.

Section 4. Slate of Nominees.

No current Past President or current member of the Nominating Committee shall be included in the slate of nominees prepared by the Past President or the Committee.

Section 5: Funds and Resources.

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 – PMIWIC Committees.

Section 1. Establish of Committees.

Any Board member may establish standing or temporary committees to advance the purposes of the organization. The need for a charter for each committee shall be defined as per the PMIWIC Operations Manual. Committees are responsible to the Board.

Article VIII - PMIWIC Finance.

Section 1. Fiscal Year.

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

Section 2. Membership Dues.

PMIWIC annual membership dues will be agreed upon between PMI and the PMIWIC’s Board of

Directors and communicated in accordance with policies and procedures established by PMI.

Section 3. Financial Procedures.

The PMIWIC 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. Membership Dues Billings.

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

Article IX – Meetings of the Membership.

Section 1. Annual Meeting of Membership.

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 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. Meeting Quorums.

Quorum at all annual and special meetings of the PMIWIC shall be those members in good standing and present (Virtually or in Person).

Section 4. Procedures.

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

Article X - Inurement and Conflict of Interest.

Section 1. No Profit from Activities.

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

No officer, director, appointed committee member or authorized representative of the PMIWIC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMIWIC 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 2. Conflict of Interest.

Section 1. No member of the PMIWIC shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMIWIC except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the PMIWIC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMIWIC 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 PMIWIC shall act in an independent manner consistent with their obligations to the PMIWIC 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 PMIWIC 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.

Section 3. Fiduciary Obligation.

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

Section 4. Disclosure of Conflict of Interests.

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 PMIWIC 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. Indemnification.

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

To the extent permitted by applicable law, the PMIWIC 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 PMIWIC, or is or was serving at the request of the PMIWIC 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. Approved Procedures.

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 PMIWIC 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 five percent (5%) 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 of Directors, as well as with the PMIWIC's Charter with PMI.

Article XIII – Dissolution.

Section 1. Failure to Follow Governing Documents.

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

Section 2. Failure to Deliver Value.

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

Section 3. Notification to PMI®.

In the event the PMIWIC is considering dissolving, the PMIWIC'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. Dispersal of Assets.

Should the PMIWIC 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. Member Approval of Chapter Entity Dissolution.

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