

Florida Suncoast PMI Bylaws

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute Florida Suncoast Chapter (hereinafter “Suncoast Chapter”). This organization is a 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 Suncoast Chapter shall meet all legal requirements in the jurisdiction(s) in which the Suncoast Chapter conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices.

The principal office of the Suncoast Chapter shall be located in Pinellas County and the western half of Pasco County in the State of Florida of United States of America. The Suncoast Chapter may have other offices such as Branch offices as designated by the Suncoast Chapter Board of Directors.

Article II – Relationship to PMI.

Section 1. The Suncoast 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 Suncoast 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 Suncoast Chapter’s Charter with PMI.

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

Article III – Purpose and Limitations of the Suncoast Chapter.

Section 1. Purpose of the Suncoast Chapter:

- A. General Purpose. The Suncoast 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 Pinellas and Pasco Counties of Florida in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the Suncoast Chapter and PMI and these Bylaws, the purposes of the Suncoast 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 within the Pinellas and Pasco counties.
 - 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.
 - f) To support and enhance Project Management Professionalism by developing and providing quality programs based on local Project Manager’s needs.
 - g) To create and deliver an educational program that strengthens the local Project Managers’ skills and supports the Project Management Institute (PMI) Certification Programs.

Section 2. Limitations of the Suncoast Chapter

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

Section 1. General Membership Provisions.

- A. Membership in the Suncoast Chapter requires membership in PMI®. The Suncoast 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 Suncoast 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 Suncoast 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 Suncoast Chapter.
- D. Membership in the Suncoast 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 Suncoast Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Suncoast Chapter to PMI within such one-month delinquent period.
- F. Upon termination of membership in the Suncoast Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. Active members in both PMI® and the Suncoast chapter are eligible to vote and hold office.

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

Article V – The Suncoast Chapter Board of Directors:

Section 1. The Suncoast 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 Suncoast Chapter elected by the membership and shall be members in good standing of PMI and of the Suncoast Chapter. Terms of office for Officers, except as noted below, shall be 1 year, limited to two consecutive terms in the same position, and no more than four consecutive terms on the Board in general.

Elections for the following positions are staggered so that these offices are not concurrently elected, providing board continuity:

- VP of Administration
- VP of Finance
- VP of Special Projects

These positions will be elected every two years. The Board does reserve the right to make an exception to the term limits clause to prevent the vacancy of a voting Board Member position where election or appointment could not fill an opening on the Board.

The exceptions to this shall be the term of the President, President-Elect, and Immediate Past President which shall always be limited to a one-year term unless the current Board approves an extension of the term. The overall term of anyone succeeding to the role of the President may exceed the rule to three consecutive terms on the Board since the succession may require that he/she need that level of experience prior to gaining the leadership role.

Section 3. The President shall be the chief executive Officer for the Suncoast 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 President Elect shall be the 'President in Waiting' for 1 term, prior to becoming President. The President Elect will also act as President at any meetings (including monthly chapter meetings and board meetings) that the current President is unable to attend.

Section 5. The Past President is the most recent President and shall serve a one-year term. The purpose of this role is to provide continuity and act as a back-up to the President in the event the President is unable to attend a meeting. The Past President also serves as the Chair of the Nominating Committee.

Section 6. The Vice-President of Administration shall keep the records of all business meetings of the Suncoast Chapter and meetings of the Board.

Section 7. The Vice-President of Finance shall oversee the management of funds for duly authorized purposes of the Suncoast Chapter.

Section 8. Vice President of Marketing. Vice President of Marketing shall be responsible for developing and executing marketing, corporate relations, and publicity programs in accordance with Chapter bylaws and policies.

Section 9. The Vice-President of Membership shall oversee the development of the Suncoast Chapter membership through recruiting, retention of current membership and partnering with local employers.

Section 10. The Vice-President of Communications shall be responsible for the timely dissemination of information both internally and externally of the Suncoast Chapter membership and PMI.

Section 11. The Vice-President of Professional Development shall promote and conduct certification courses in Project Management to help project management professionals achieve their certification in either the CAPM or PMP exam. This Officer is also responsible for providing information to members about PMI® certification /re-certification.

Section 12. The Vice-President of Programs shall be responsible for developing the content of the monthly Suncoast Chapter meetings relating to Project Management.

Section 13. The Vice-President of Special Projects shall organize and chair any unique Suncoast Chapter events or projects directed by the board.

Section 14. The Member-at-Large shall be a liaison between the Suncoast Chapter board and general membership along with championing volunteer involvement and membership value.

Section 15. The voting members of the Suncoast Chapter board shall be President, President Elect, Vice-President of

Administration, Vice-President of Finance, Vice President of Communications, Vice President of Marketing, Vice President of Membership, Vice-President of Professional Development, Vice-President of Programs, Vice President of Technology and Vice-President of Special Projects. If any of the eleven voting members are absent during a vote, either the Member-at-Large or Past President may step in to keep the voting to an odd number. The President's role is to break any tie.

Section 16. The Board shall exercise all powers of the Suncoast 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 Suncoast Chapter business and funds.

Section 17. 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. 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 18. The Board of Directors may declare an Officer or Director position to be vacant when an Officer or Director ceases to be a member in good standing of PMI or of the Suncoast Chapter by reason of non-payment of dues, or where the Officer or Director fails to attend two (2) consecutive Board meetings. An Officer or Director may resign by submitting written notice to the Vice-President of Administration. 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. Directors are welcome to but not required to attend board meetings.

Section 19: An Officer or Director may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 20: If any Officer or Director position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the President Elect shall assume the duties and office of the presiding Officer for the remainder of the term. If President Elect role is vacant and the Past President is available and willing, they may assume the duties for the remainder of the term.

Section 21. Officer Responsibilities

Section 21.1. Abide by the Charter Agreement, the Suncoast Chapter By-laws, and the Suncoast-PMI Chapter Policies and Procedures Manual. Ensure that the Suncoast-PMI Chapter By-laws and operational policies are upheld and enforced.

Section 21.2. Prepare an annual plan and budget for the activities under his/her purview. Form committees and direct special projects as needed to fulfill the goals and objectives in the annual plan. Act as chapter liaison and communicate with PMI® GOC, PMI® Region, sister Chapters or Components, and any other local professional resources for any programming within his/her purview.

Section 21.3. For a period of one (1) year following the term of office, Officers shall make themselves available as a resource to the Officer newly elected to the respective office. The following sections establish general duties for each of the designated offices. Specific duties are detailed within the Chapter's policies and procedures manual(s).

Section 21.4. The Chapter Officers shall be bound individually by any action of the Chapter Board of Directors and collectively by the Charter Agreement and the Bylaws of the Chapter and PMI®.

Section 21.5. The Chapter Officers shall have additional duties and authority as may be conferred by the Chapter policies and procedures manual(s).

Section 21.6. Board Member Removal Process. In the event it becomes necessary to remove a

duly elected Board member, the following process will be followed:

Removal Process - Initiated by Member of Chapter:

- a) Removal recommendation is confidentially submitted by a Board member in writing to the President.
- b) The President shall interview both the member submitting the recommendation and the Board member in question, to determine the facts and merit associated with the recommendation. The President shall decide if the matter warrants further review by the Board.
- c) Subsequent to this review, if the Board member is to be considered for removal, the President shall notify said Board member and present the facts to the entire Board.
- d) The Board Member under consideration for removal will have 14 days to present a written response to the recommendation for removal.
- e) After discussion, the Board shall vote on the standing.

Removal Process - Just Cause:

- a) 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. Additionally, a Board member may be removed from office if a) he/she fails to attend two Board meetings during any twelve (12) consecutive month period, b) he/she consistently fails to meet the obligations of his/her office or c) there is any other just cause in connection with the affairs of the organization. This removal may be accomplished by a two-thirds (2/3) vote of the members in person at an official meeting of the membership, or by a majority vote of the Board.
- b) Results of the vote will be provided to the Board member in writing.

Section 21.7. Resignation of the President. In the event that the President is unable or unwilling to complete her/his term, the President will submit a written resignation to the Board. The President - Elect will assume the position upon receipt of the letter of resignation and follow the transition guidelines as detailed by PMI®.

Section 21.8. Resignation of Other Board Members. In the event that any Board Member is unable or unwilling to complete her/his term, the Board Member will submit a written resignation to the Board. Upon receipt of the letter of resignation the Board will appoint a replacement for the position and follow the transition guidelines as detailed by PMI®.

Article VI – The Suncoast 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 Suncoast 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 to the 31st day of December 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. The Election shall be held in October. 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.

The core of the Nominating Committee will consist of the Past President, and appointed Chapter members in good standing during the nominating and election process.

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 shall 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 – The Suncoast 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 Suncoast Chapter Officers and/or Directors can serve on the Suncoast Chapter Committees, unless it specifically is restricted by the Bylaws.

Section 2. The President, with the approval of the Board shall appoint all committee members and a chairperson for each committee

Article VIII – The Suncoast Chapter Finance:

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

Section 2. The Suncoast Chapter annual membership dues shall be set by the Suncoast Chapter’s Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The Suncoast Chapter’s 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.

Section 5. All Chapter expenses for authorized functions or events shall be disbursed or reimbursed only when accompanied by expense receipt and signed expense form stating purpose of funds used for disbursement or reimbursement.

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. The Board shall send notice of all annual meetings 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 Suncoast Chapter shall be ten percent (10%) of the voting membership 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 Suncoast Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Suncoast Chapter, except as otherwise provided in these bylaws.

Section 2. No Officer, director, appointed committee member or authorized representative of the Suncoast Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Suncoast 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. The Suncoast Chapter may engage in contracts or transactions with members, elected Officers or directors of the Board, appointed committee members or authorized representatives the Suncoast Chapter and any corporation, partnership, association or other organization in which one or more of the Suncoast 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 the Suncoast Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Suncoast 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 Suncoast Chapter shall act in an independent manner consistent with their obligations to the Suncoast 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 Suncoast 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 XII - Indemnification:

Section 1. In the event that any person who is or was an Officer, director, committee member, or authorized representative of the Suncoast Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Suncoast 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 Suncoast 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 Suncoast Chapter, or is or was serving at the request of the Suncoast 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 XIII- 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 meeting of the Suncoast 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 forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least forty-five (45) 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 Suncoast Chapter's Charter with PMI.

Article XIV – Dissolution:

Section 1. In the event that the Suncoast 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 dissolve the Suncoast Chapter.

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

Section 3. In the event the Suncoast Chapter is considering dissolving, the Suncoast Chapter'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 Suncoast 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.