



**BYLAWS of the
PROJECT MANAGEMENT INSTITUTE MILE HI CHAPTER, INC.**

A NONPROFIT CORPORATION

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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, Mile Hi Chapter, Inc. (hereinafter “the PMI Mile Hi Chapter” or “Mile Hi Chapter” or ”the chapter” or “the corporation”). 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 Colorado. Chapters formed within the United States must be incorporated as a 501(c)(6) organization.

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

Section 3. Principal Office; Other Offices

The principal office of the chapter shall be located in Denver in the State of Colorado. The Mile Hi Chapter may have other offices as designated by the Mile Hi Chapter Operational Board of Directors.

Article II – Relationship to PMI

Section 1. The PMI Mile Hi 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 Mile Hi Chapter may not conflict with the current PMI Bylaws and all policies, procedures, rules or directives established or authorized by PMI[®] as well as with the Mile Hi Chapter’s Charter with PMI.

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

Article III – Purpose and Limitations of the Mile Hi Chapter

Section 1. Purpose of the PMI Mile Hi Chapter

- 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 the Rocky Mountain Region in a conscious and proactive manner.

- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI Mile Hi Chapter and PMI® and these Bylaws, the purposes of the PMI Mile Hi Chapter shall include the following:
 - a) Support the growth and success of Chapter members in adapting to changing market conditions
 - b) Organizations will embrace, value, and attribute their success to the project management methodology and the skills of our Chapter members

Section 2. Limitations of the PMI Mile Hi Chapter

- A. General Limitations. The purposes and activities of the PMI Mile Hi Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with the PMI Mile Hi Chapter's Articles of Incorporation.
- B. The membership database and listings provided by PMI® to the Mile Hi 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 Mile Hi 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 Mile Hi 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 – Chapter Membership

Section 1. General Membership Provisions

- A. Membership in the Mile Hi Chapter requires membership in PMI®. The Mile Hi 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 Mile Hi 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 Mile Hi 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 Mile Hi Chapter.
- D. Membership in the Mile Hi Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- E. A delinquent member may be reinstated by payment in full of all unpaid dues and fees for PMI® and the Mile Hi Chapter to PMI® .
- F. Upon termination of membership in the Mile Hi Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. Chapter Members who are also Student Members of the Project Management Institute are not entitled to vote or hold board positions in the chapter. Student Member classification is open to individuals registered in an accredited educational institute on a full-time basis.

Section 2. Classes and Categories of Members.

- A. The Mile Hi Chapter shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI® membership categories.

Article V – Chapter Governance

Section 1. The PMI Mile Hi Chapter shall be governed by an Operational Board of Directors (Operational Board). The Board shall be responsible for carrying out the operational purposes and objectives of the non-profit corporation (or equivalent). The PMI Mile Hi Chapter also has a Strategic Advisory Board (SAB or Strategic Board). The SAB is responsible for defining the long-term strategic vision and direction of the Chapter. The SAB makes strategic recommendations to the Operational Board in a spirit of partnership and collaboration in order to set mutually agreeable strategic objectives for the chapter. The Strategic Board may only make recommendations for the chapter. Primary strategic planning for the Chapter is recommended by the SAB and then revised through discussion with the Operational Board before being adopted and pursued through annual operations.

Section 2. The Operational Board shall consist of seven (7) officers of the Mile Hi Chapter elected by the membership and shall be members in good standing of PMI® and of the Mile Hi Chapter.

The Strategic Advisory Board shall consist of three (3) members; two (2) of the members are appointed through a majority vote by the Operational Board and shall be members in good standing of PMI® and of the Mile Hi Chapter. The President is the third member of the SAB.

Terms of office for the Operational Board Officers and the SAB shall be three (3) years, limited to two (2) consecutive terms in the same position, and no more than four (4) consecutive terms on either Board in general. The nomination and election of Operational Board Officers shall be conducted every year with a portion of the Board positions open for election each year (3 in one year, 4 in another year), resulting in staggered terms on the Operational Board unless otherwise declared elsewhere in these Bylaws beginning in 2015.

The first year of the three-year term for each Operational Board Officer is as a VP-Elect to collaborate with and transition responsibilities from the existing VP. In the second year, the officer serves independently and in the third year is responsible to collaborate with and transition responsibilities to a new VP-Elect, unless elected to a second term. Each chair on the Operational Board has one vote and the non-elect officer is the voting member. Additionally, quorum must be met counting only VPs and VP-Elect officer do not contribute to the quorum.

Strategic Advisory Board members are appointed by the Operational Board as each SAB member term expires.

Section 3. The President shall be the Chief Executive Officer for the Mile Hi Chapter and of both Boards, and shall perform such duties as are customary for presiding officers, including making all required appointments and Chapter strategic plan or plans 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 maintaining the Mile Hi Chapter policies and procedures documentation, in either print or electronic form. The President must have served in one of the officer positions for at least one term.

Section 4. The Vice President Finance shall oversee the financial policies, compliance with legal requirements, budgeting, and management of funds for duly authorized purposes of the Mile Hi Chapter. The Vice President Finance position is bonded, and fully cooperates with an annual review.

Section 5. The Vice President Professional Development shall be responsible for professional educational offerings and will interface with PMI® Global Operations Center (GOC) organization on all matters concerning all PMI® certifications. The Vice President Professional Development must hold a preferred PMI® credential. In the temporary absence or incapacity of the President, the Vice President Professional Development shall assume the duties and responsibilities of the President.

Section 6. The Vice President Membership shall be responsible for promoting the value of chapter membership, for recruitment of members into the Mile Hi Chapter, and for retaining members. The Vice President Membership is the final authority on issues involving eligibility or verification of membership, (i.e. voting eligibility and/or running for or holding of office); and is the point of contact with PMI® Global Operations Center (GOC) organization on membership issues including membership lists and databases.

Section 7. The Vice President Marketing and Communications shall keep all the records of business meetings of the Mile Hi Chapter and of the Operational Board. VP Marketing and Communications shall be responsible for all types and channels of chapter communications.

Section 8. The Vice President Technology shall be responsible for provision of strategic direction for all technology and managing directors supporting internal and external facing chapter product and service technology offering for the Mile Hi Chapter and members at large.

Section 9. The Vice President Outreach shall be responsible for promoting the Mile Hi chapter to outside organizations, cultivating sponsorships, for promoting the project management profession and to engage companies and academic institutions with the chapter.

Section 10. The Operational Board shall exercise all powers of the Mile Hi 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 Operational 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 Mile Hi Chapter business and funds.

Section 11. The Operational 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 Operational Board at any given time. Each chair shall be entitled to one (1) vote. At its discretion, the Strategic and Operational Board may conduct its business by teleconference or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 12. The Strategic and/or Operational Board of Directors may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI® or of the Mile Hi Chapter by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings. An officer may resign by submitting written notice to the President or the Vice President of Marketing and Communication. Unless another time is specified in the notice or determined by the Operational Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 13. An officer 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 majority vote of the Operational Board.

Section 14. If any officer position becomes vacant, the Operational 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 VP Professional Development shall assume the duties and office of the presiding officer for the remainder of the term.

Article VI – Chapter Nominations and Elections

Section 1. The nomination and election of officers and shall be conducted every year 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 Mile Hi 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. The first year of the three-year term for each Operational Board Officer is as a VP-Elect to collaborate with and transition responsibilities from the existing VP. In the second year, the officer serves independently and in the third year is responsible to collaborate with and transition responsibilities to a new VP-Elect, unless elected to a second term. Each chair on the Operational Board has one vote and the non-elect officer is the voting member. Additionally, quorum must be met counting only VPs and VP-Elect officer do not contribute to the quorum.

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 Operational Board positions may also be nominated by petition process established by the Nominating Committee or the Operational Board. Elections shall be conducted (a) during the annual meeting of the membership; and/or (b) 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 Operational Board.

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

Section 5: In accordance with PMI[®] policies, practices, procedures, rules and directives, no funds or resources of PMI[®] or the 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 – Chapter Committees:

Section 1. The Strategic or Operational Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Strategic or Operational Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Strategic or Operational Board. Committee members shall be appointed from the membership of the organization. The Mile Hi Chapter Officers and/or Directors can serve on the Chapter Committees, unless it specifically is restricted by the Bylaws.

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

Article VIII - Chapter Finance

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

Section 2. The Mile Hi Chapter annual membership dues shall be set by the Chapter's Operational Board and communicated to PMI[®] in accordance with policies and procedures established by PMI[®].

Section 3. The Mile Hi Chapter Operational 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. Meetings of the voting members will be held annually (once each year), unless otherwise declared elsewhere in these Bylaws. The Annual Meeting of the members shall be held at such time on such day in September as shall be established by the Operational Board of Directors each year commencing with the year 2015, unless otherwise declared elsewhere in these bylaws, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the day fixed

for the Annual Meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of officers shall not be held on the day designated herein for any Annual Meeting of the members, or at any adjournment thereof, the Operational Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

Section 2. Special meetings of the membership may be called by the President, by a majority of the Operational Board, or by petition of ten percent (10%) of the voting membership directed to the President.

Section 3. Notice of all annual meetings shall be sent by the Operational Board to all members at least 45 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 4. Notice of all special meetings shall be sent by the Operational 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 Mile Hi Chapter shall be those members in good standing, present and in person; or ten percent (10%) of the voting membership in good standing.

Section 6. All meetings shall be conducted according to parliamentary procedures determined by the Strategic and Operational Board.

Article X - Inurement and Conflict of Interest

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

Section 2. No officer, director, appointed committee member or authorized representative of the Mile Hi Chapter shall receive any compensation, or other tangible or financial benefit for service on the Strategic or Operational Board. However, the Operational Board may authorize payment by the Mile Hi Chapter of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Strategic or Operational Board meetings and other approved activities.

Section 3. The Mile Hi Chapter may engage in contracts or transactions with members, elected officers or directors of the Operational Board, appointed committee members or authorized representatives of Mile Hi Chapter and any corporation, partnership, association or other organization in which one or more of the Mile Hi 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 Operational Board of directors prior to commencement of any such contract or transaction;
- B. the Operational 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 Mile Hi Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Mile Hi 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 Mile Hi Chapter shall act in an independent manner consistent with their obligations to the Mile Hi 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 Mile Hi 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 Mile Hi Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Mile Hi 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 Mile Hi 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 Mile Hi Chapter, or is or was serving at the request of the Mile Hi Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XII- Amendments

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot, present at an annual meeting of the Mile Hi 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 Mile Hi Chapter's Charter with PMI[®].

Article XIII - Dissolution

Section 1. In the event that the PMI Mile Hi 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 chapter.

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

Section 3. In the event the PMI Mile Hi Chapter is considering dissolving, the Mile Hi Chapter'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. Should the PMI Mile Hi 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.