



Project Management Institute – Baltimore Chapter, Inc.

BYLAWS

Article I – Name, Principal Office; Other Offices

Section 1. Name/Non-Profit Incorporation: This organization shall be called the Project Management Institute, Baltimore Chapter, Inc. (hereinafter the “Baltimore Chapter”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a 501(c)(6) non-profit, tax exempt corporation organized under the laws of the STATE OF MARYLAND. All Chapters formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. The Baltimore Chapter shall meet all legal requirements in the jurisdiction(s) in which the Baltimore Chapter conducts business and is incorporated/registered.

Section 3. Principal Office; Other Offices: The principal office of the Baltimore Chapter shall be located in the greater Baltimore, Maryland area. The Baltimore Chapter may have other offices such as Branch offices as designated by the Baltimore Chapter Board of Directors.

Article II – Relationship to PMI®

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

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

Article III – Purpose and Limitations of the Baltimore Chapter

Section 1. Purpose of the Baltimore Chapter

A. General Purpose. The Baltimore Chapter has been founded as a 501(c)(6) non-profit, tax exempt corporation Chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner within its geographical mapping area.

B. Specific Purposes. Consistent with the terms of the Charter executed between the Baltimore Chapter and PMI® and these Bylaws, the purposes of the Baltimore Chapter shall include the following:

1. To advance the mission and objectives of the Project Management Institute within the Chapters' assigned geographic area.
2. To develop a growing and committed membership of local Project management Professionals using extensive recruitment and retention strategies and best practices.
3. To promote professional project management principles and techniques within local businesses, government, universities, and other professional associations.
4. To support and enhance project management professionalism by developing and providing quality programs for the discussion and examination of problems, solutions, applications and ideas related to the needs of Project Managers.
5. To create and offer an educational program that strengthens the skills of local Project Managers and supports the Project Management Institute Certification Program.

Section 2. Limitations of the Baltimore Chapter

A. General Limitations. The purposes and activities of the Baltimore Chapter shall be subject to limitations set forth in the Charter Agreement, these Bylaws, and conducted consistently with the Baltimore Chapter's Articles of Incorporation.

B. The membership database and listings provided by PMI® to the Baltimore Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Baltimore 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 Baltimore 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 – Baltimore Chapter Membership

Section 1. General Membership Provisions

A. Membership in the Baltimore Chapter requires membership in PMI®. The Baltimore Chapter shall not accept 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 these Bylaws of the Baltimore Chapter and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI® Code of Conduct.

C. All members shall pay the required PMI® and Baltimore Chapter membership dues to PMI® and in the event that a member resigns, or their membership is revoked, membership dues shall not be refunded by PMI® or the Baltimore Chapter.

D. Membership in the Baltimore 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 Baltimore Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the Baltimore Chapter to PMI® within such one-month delinquent period.

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

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

Article V – Baltimore Chapter Board of Directors

Section 1. The Baltimore Chapter shall be governed by an elected Board of Directors (hereinafter the "Board"). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent). The Baltimore Chapter shall have a total of nine (9) Officers with eight (8) Officers eligible to vote and serve in the following positions:

- President
- Past President (Nonvoting Officer)
- Vice President of Communications
- Vice President of Finance
- Vice President of Administration and Governance
- Vice President of Membership
- Vice President of Professional Development
- Vice President of Programs
- Vice President of Technology

Section 2. The Board shall consist of the Officers of the Baltimore Chapter elected by the membership or appointed per the process identified in Article V Section 12 and shall be members in good standing of PMI® and of the Baltimore Chapter at the time of election or appointment and throughout their term. The Officers will serve two-year terms of office, staggered so that one-half are elected each year. The Past President will not be an elected position and will instead, be filled by the person who most recently served as President. Each officer may only be elected for a maximum of 6 consecutive years in one role excluding appointees and Past President.

Section 3. The Board of Directors shall schedule and execute an annual meeting at least once a year.

Section 4. Special meetings of the Board of Directors may be called by or at the request of the President, or any three (3) Officers in writing submitted with an agenda to the President and copy to the Vice-President of Administration and Governance.

Section 5. Members of the Board of Directors or members of any committee designated by the Board of Directors may have an official meeting to include an agenda by means of conference telephone, video conference, or similar communication equipment.

Section 6. The Board shall meet at the call of the President. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each board member shall be entitled to one (1) vote. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 7. A majority of the Board of Directors, but never less than one-half of the members, shall constitute a quorum for the transaction of business at any meeting of the Board. A representative for an absent Board Member may not vote and does not count toward a quorum.

Section 8. Unless required by law or within these Bylaws, a quorum of the Officers present at a meeting shall be sufficient to act as the Board of Directors.

Section 9. The Board of Directors may declare an office or position vacant where an officer ceases to be a member in good standing of PMI®, for reason of non-payment of

dues to Baltimore Chapter; or where the officer fails to attend three (3) Board meetings within a calendar year; or where the officer does not adhere to the Chapter Code of Conduct. Representation by a Deputy does not suffice to fill the attendance in-person requirement and the representative does not have the authority to vote. An officer may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the President and presented written notice to the Board within 24 hours of receipt. The written notice cannot be rescinded after 24 hours of original submission.

Section 10. An officer may be removed from office for just cause and as a result of due process (in accordance with the Baltimore Chapter Code of Conduct) within connection of any organization-related affairs recognized by a two-thirds (2/3) vote of the board members present during a board meeting.

Section 11. Any Officer may resign and will be recognized after giving written notice to the President. The resignation shall be announced at the next official meeting of the Board of Directors.

Section 12. If any officer position becomes vacant, the Board by vote 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 Vice Presidents will convene a special meeting to appoint a replacement who will accept the office of the presiding officer and all duties for the remainder of the term.

Section 13. Compensation. Officers as such shall not receive any stated salaries for their services. Officers may be reimbursed for reasonable and necessary expenses accompanied with a receipt with approval of the Board of Directors. Nothing herein contained shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving compensation, therefore.

Section 14. The President shall be the chief executive officer for the Baltimore 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. Duties include:

- Direct the chapter's strategic goals
- Achieve the chapter vision, mission and objectives as detailed by the chapter board, PMI and chapter business plans
- Direct the activities of other officers toward chapter goals and objectives
- Ensure that the chapter board works together as a team
- Represent the chapter at public events
- Ensure strategic alliance, planning and annual reporting
- Be ultimately accountable for all board operations and chapter activities
- Act as a liaison between the chapter and PMI



- Ensure that the charter renewal is updated and that the chapter is in compliance as specified by PMI
- Preside over the Board of Directors meetings and the annual state of the chapter meeting
- Ensure that all chapter business is being done legally and ethically
- Assume responsibility for the overall functioning of the chapter
- Legally co-represent the organization with the Vice President of Finance
- Ensure statutory and regulatory compliance in consultation with the Vice President of Finance
- With the board, ensure prudent disbursement of chapter funds
- Drive implementation of PMI policies and guidelines and ensure that they are reflected in chapter processes
- Promote leadership development opportunities for board development
- Develop and implement a succession and transition plan

Section 15. Immediate Past President – shall be responsible for the mentorship of the President. Responsible for ensuring the Chapter remains in good standing with PMI Global, the State of Maryland and the Internal Revenue Service and coordination of the Nominations Committee. The role does not have voting rights. Duties include:

- Maintain continuity in the chapter to help to ensure smooth board transitions
- Assist the Board of Directors with strategic policies
- Proactively support and promote the work within the board
- Assume the role of mentor for the president
- Assist the president in liaison with PMI if and when required
- Assume the position of chair for the nominating committee
- Lead and direct the elections process
- Provide ethics enforcement and guidance at the Board of Directors level
- Support conflict resolution
- Outreach with past presidents
- Develop and implement a succession and transition plan

Section 16. Vice President of Administration and Governance – responsible for addressing governance and policy issues, including ensuring the safe-keeping, maintenance and enforcement of chapter policies, bylaws and documents. In addition, prepare, maintain, record, circulate all recordings, correspondence, and minutes of meetings of Board-related affairs for the Chapter. Meeting minutes are distributed within 5 calendar days of the scheduled meeting for review and finalized before the next meeting in preparation for approval. Duties include:

Administrative

- Assure safekeeping of all governing documents (approved bylaws, articles of incorporation, charter agreement, board policies, committee charters, and all other non-financial records for the chapter)
- Coordinate and distribute meeting agendas, keep the records of all business meetings of the chapter and meetings of the board
- Maintain all meeting minutes — must document in accordance with parliamentary procedures as determined by the board
- Notice of all annual meetings shall be sent to all members at least 30 - 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
- Provide records to members and outside organizations that request information
- Provide all notifications to the membership, directors, auditors and members of committees
- Coordinate distribution of all general correspondence
- Provide support for membership communication
- Oversee coordination of printed materials (logo items, business cards, etc.)
- Develop and implement succession and transition plan

Governance

- Ensure the policies are consistent and compliant with all applicable governmental jurisdiction and regulations (e.g., IRS, government compliance, PMI policy, Sarbanes Oxley – local laws and regulations)
- Review and update bylaws and ensure they are in alignment with PMI Chapter Charter
- Ensure the chapter and/or bylaws are upheld and enforced
- Develop and maintain policy manual
- Identify gaps between PMI Global policies and chapter policies
- Develop and maintain information security/personal information policy
- Ensure and oversee roles/function definitions
- Address any breeches that may be brought up against a member and/or the chapter



- Assist in resolving chapter conflicts
- Raise awareness of and provide training on code of conduct/regulations/processes
- Be aware of the Ethics Review Process
- Develop and implement succession and transition plan

Section 17. Vice President of Communications – shall oversee, manage and coordinate communications channels for membership engagement and all chapter-sponsored events in accordance with the Baltimore Chapter policies and Bylaws. Duties include:

- Disseminate information both to and from the chapter in a timely manner
- Define and regularly update chapter communication strategy, policies, goals and objectives
- Maintain a communications schedule that details all chapter communications across all channels
- Supervise and support all communication channel activities of the chapter
- Perform and uphold duties, as specified by the chapter bylaws, board policies and procedures
- Work with Marketing Director/VP to ensure that chapters' brand is understood and leveraged in communication plans
- Lead the development, production and release of all chapter newsletters and communications
- Collaborate with website/technology officer to provide website content and provide input into website design
- Consult and collaborate with all members of the board to coordinate the communication needs of the chapter
- Balance the need for timely communication with the goal to keep communication concise, timely and appropriate. Manage the chapter's approved communications budget, in cooperation with finance officer
- Coordinate and distribute chapter event information to membership in a timely manner
- Submit information to PMI's communications department regarding chapter activities for possible publication in PMI Today (PMI's monthly membership newsletter) when deemed appropriate
- Develop and maintain the chapter's social media strategy and social media policy
- Develop and implement succession and transition plan

Section 18. The Vice President of Finance – shall oversee the management of funds for duly authorized purposes of the Baltimore Chapter. Responsible for: timely preparation, review and submission for the following but not limited to: Annual insurance renewal, submitting chapter tax returns and required annual financial reports to PMI®. Duties include:

- Maintain and manage accounts receivable and payable and all financial portfolios, including but not limited to the collection of chapter dues from PMI, guest payments for chapter meetings or special events and the payment of all chapter bills in accordance with chapter committee directives
- Establish and maintain all required chapter bank accounts and/or similar financial transactions; arrange for officer signatures as required
- Provide financial reporting regarding the state of finances and chapter activity to chapter membership, board and executive level volunteer leaders on a monthly basis (board meeting)
- Report on the state of finances at board meetings and chapter meetings
- Develop an annual operating budget and financial statement to be included in the annual application for charter renewal
- Ensure the chapter has reviewed and reported required tax filings
- Recommend improvements in the financial processes to the board
- Establish, maintain and ensure compliance with all financial operational processes to ensure continuity of chapter operations and define, document and maintain chapter policies including financial reserve policies, investment policies, and record retention and destruction policies established by the board of directors
- Maintain the annual budget
- Contribute to financial planning/goal setting, investing, forecasting and budgeting for the chapter
- Distribute/communicate financial section of the annual report to chapter membership
- Assist in the preparation of the annual financial statements and reports
- Provide timely information to independent auditors as required
- Keep an up to date inventory of all the goods of the chapter
- Handle all PMI and government required payments
- Ensure maintenance and storage of all historic financial documents in accordance with chapter board policies regarding Record Retention and Destruction policies
- Establish financial metrics; ensure chapter is maintaining requirements
- Serve as liaison with PMI Global on financial matters
- Prepare financial guidelines and procedures for the chapter along with board
- Analyze cost impact and income benefit of all activities proposed by the board of directors
- Review any chapter contract, agreement and insurance
- Distribute information, materials and/or fees received from the PMI Global to appropriate officers in a timely manner
- Confirm and check bank accounts monthly
- Develop and implement succession and transition plan

Section 19. Vice President of Membership – shall oversee the needs of the members of the Baltimore Chapter. Duties include:

- Develop and implement a Chapter Membership Plan
 - Ensure continued growth through proactive recruiting, retention and member engagement, including the establishment of measurable goals and the monitoring of success metrics for appropriate action
 - Develop and implement a Community Outreach Plan including commercial, not-for-profit and other professional associations
- Customer Service
 - Answer general member/non-member information inquiries and other requests for assistance with membership and its benefits
 - Support and attend annual general meeting and all chapter meetings as appropriate
- Primary user of the Chapter Reporting System (CRS) for analysis and reporting of membership data
 - Maintain the membership records of the chapter
 - Provide communication list/member updates to officers as requested
 - Coordinate the production and distribution of timely membership reports, such as monthly membership reports by demographics (city, state, age, industry, etc.)
- Market Research
 - Review and analyze member satisfaction survey data and enhance membership benefits
 - Develop and administer lapsed (non-renewal) member survey
 - Analyze and integrate survey feedback for inclusion in the strategic/operational planning
- Marketing and Member Engagement:
 - Develop and implement membership welcome and support plan including the promotion of PMI and chapter membership value
 - Communicate member value through various delivery methods in alignment with the Membership Benefits Package
 - Utilize membership marketing materials available through the PMI Marketing Portal
 - Develop and implement a rewards and recognition program plan to recognize member milestones (such as anniversaries or awards)
- Develop and implement succession and transition plan

Section 20. Vice President of Professional Development – shall oversee planning and presence during all educational and chapter-sponsored professional-development opportunities provided by the Baltimore Chapter. Duties include:

- Define strategies for improvement in professional development/training programs

- Develop and implement a chapter professional development plan, including a program roadmap for professional development content programs
- Develop plans for and coordinate the chapter's external educational activities, such as study groups, seminars, workshops, courses, professional development days and other educational activities
- Manage chapter-created credential examination review courses and other such courses
- Provide information to members and non-members on career development
- Provide information and guidance to members and non-members on certification/re-certification in the context of PMI
- Incorporate feedback, suggestions and recommendations as necessary to enhance effectiveness and value delivered to the audience and chapter regarding the contents of programs
- Work with marketing to promote the education, certification, as well as training opportunities offered by the chapter
- Recommend, develop and deliver project management education materials, courses, presentations and sessions including leadership development training programs
- Seek new project management professional development programs and services through networking with other educational organizations and PMI chapters
- Promote the project management profession through the planning and coordination of special events, as identified by the chapter board, designed to enhance and expand the skills and knowledge of project managers
- Incorporate feedback, suggestions and recommendations as necessary to enhance effectiveness and value delivered to the audience and chapter as they relate to the logistics of events/programs
- Oversee events, presentations and training programs
- Invite key influencers from industry to participate in chapter events
- Advance the project management profession through the planning and coordination of special events, as identified by the chapter's board
- Develop and implement a succession and transition plan

Section 21. Vice President of Programs – shall oversee the site management program needs of the members of the Baltimore Chapter. Duties include:

- Oversee the operation of all chapter satellite site locations
- Ensure a support environment for site volunteers to host valuable meetings
- Incorporate feedback, suggestions and recommendations as necessary to enhance effectiveness and value of site meetings to participants
- Work with communications to advertise site meetings offered by the chapter
- Recommend project management topics and presentations based on the needs of the site attendees

- Seek new project management professional presenters through networking, professional associations and other educational organizations and PMI chapters
- Promote the project management profession through the planning, coordination and delivery of regular site meetings throughout the chapter's geographic service area designed to enhance the knowledge of project managers
- Oversee all chapter site locations' operation, funding, presenters and meeting execution
- Invite key influencers from colleges, industry and government to participate in chapter meetings
- Advance the project management profession through the planning and coordination of special events, as identified by the chapter's board
- Develop and implement a succession and transition plan

Section 22. Vice President of Technology – shall oversee all the Information Technology of the Baltimore Chapter Board, Sites and all chapter-sponsored events. Duties includes:

Acquisition of Technology

- Participate in request for proposal (RFP) and contract negotiations (not sole negotiator)
- Research new technologies and/or features to improve the chapter efficiencies and membership experience and report on feasibility of proposed technology initiatives
- Collaborate with chapter leadership to propose initiatives
- Gather business requirements
- Oversee any initiatives for current or proposed technologies
- Lead implementation planning Oversee training

Support/Maintenance of Technology

- Manage all chapter technology initiatives
- Provide administrative support for chapter technologies
- Provide vendor management of technology
- Be familiar with all aspects of operational technologies in place and be able to provide backup administrative support
- Ensure the chapter's owned, rented or leased equipment is in good working order and tracked
- Provide regular status updates to chapter leaders
- Communicate service level agreements (SLAs) for issue/request intake process
- Manage, recruit and onboard internal and external technology team members and ensure technology team is providing timely responses to support requests



- Coordinate and collaborate with other chapter board members and volunteers where needed

Governance

- Maintain data and transaction services and processes
- Maintain inventory of technologies in place, including administrative access information
- Ensure compliance with all software/subscription licenses that are acquired
- Ensure backups and ensure proper archiving occurs within the infrastructure
- Manage internet site security/system monitoring
- Maintain the process and methods for access rights for chapter systems
- Assess risk in IT systems
- Maintain IT security policies

Long Range and Annual Planning

- Successfully plan, track and deliver all IT-related services employed to benefit the chapter
- Work with other technology team members, chapter board members and volunteers to identify opportunities to improve chapter technology and infrastructure
- Provide submission requests for budget and schedule estimates
- Provide recommendations for system upgrades
- Assist in defining business capabilities
- Identify upcoming technology needs based on chapter plans/activities
- Identify road maps focused on sequencing and dependencies
- Keep current on technologies being adapted by PMI or other PMI chapters



Article VI – BALTIMORE CHAPTER Nominations, Elections and Succession of Officers:

Section 1. The nomination and election of Officers and Directors shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI. All voting members in good standing of the Baltimore Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of January following their election and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee run by the Past President shall prepare a slate of candidates containing nominees for each Officer 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 annually by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected.

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 – BALTIMORE CHAPTER Committees

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Committee Chair shall establish a charter for the committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board and report to the officer designated in the Charter. The Baltimore Chapter Officers and/or Directors can serve on Baltimore 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 Board member responsible for that committee with the approval of the Board.

Article VIII - BALTIMORE CHAPTER Finance

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

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

Section 3. The Baltimore Chapter Board shall establish policies and procedures consistent with PMI® to govern the management of its finances and shall submit required tax filings to appropriate government authorities. These procedures shall be identified and defined in the Baltimore Chapter Financial Policy Manual to include all policies and procedures used to protect assets, ensure reliable information and reports.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI®.

Article IX – Meetings of the Membership

Section 1. An Annual Meeting of the membership shall be held at a date and location to be determined by the Board. Notice of all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 2. Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of five percent (5%) of the voting membership directed to the President. Notice of all special meetings shall be sent by the Board to membership 2 weeks in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.



Section 3. Quorum at all annual and special meetings of the Baltimore Chapter shall be three percent (3%) of the voting membership in good standing. A majority vote of those voting is necessary to transact any business brought before the membership, including the election of Officers, except as otherwise noted in these Bylaws.

Section 4. All meetings shall be conducted in accordance with parliamentary procedures as documented in the latest edition of Robert's Rules of Order Newly Revised (RONR) as determined by the Board.

Article X - Inurement and Conflict of Interest:

Section 1. No officer, director, appointed committee member or authorized representative of the Baltimore Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Baltimore Chapter, except as otherwise provided in these Bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the Baltimore Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Baltimore 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 Baltimore Chapter may engage in contracts or transactions with members, elected Officers or Directors of the Board, appointed committee members or authorized representatives of the Baltimore Chapter and any corporation, partnership, association or other organization in which one (1) or more of Baltimore 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 Baltimore Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Baltimore 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 Baltimore Chapter shall act in an independent manner consistent with their obligations to the Baltimore 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 Baltimore 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 Baltimore Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Baltimore 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 Baltimore Chapter may purchase additional liability insurance on behalf of any person who is or was a Director, Officer, employee, trustee, agent or authorized representative of the Baltimore Chapter, or is or was serving at the request of the Baltimore 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 (minimum quota of 3% of voting members) in good standing present at an annual meeting or duly called meeting of the Baltimore Chapter; or the Bylaws may be amended by a two-thirds (2/3) vote of the voting membership (minimum quota of 3% of voting members) in good standing voting by mail or digital ballot (e.g. email) 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 provided in written or digital format to members in good standing at least thirty (30) days before such amendments may be voted on.

Section 2. Amendments to the Bylaws 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 for amendment 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 Baltimore Chapter's Charter with PMI®.

Article XIII – Dissolution:

Section 1. In the event that the Baltimore Chapter or its governing Officers failed to act according to these Bylaws and the Baltimore Chapter's, or all PMI® policies, procedures, and rules outlined in the Charter Agreement, PMI® has a right to revoke the Baltimore Chapter charter and require the chapter to seek dissolution.

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

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

Section 4. Should the Baltimore 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.

Section 5. Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.



CERTIFICATE

We, the Baltimore Chapter Board of Directors hereby certify this document is in compliance with PMI and is a copy of the By Laws of Baltimore Chapter, a nonprofit corporation and 501(c)(6) tax exempt organization, effective this 1st day of January 2020.
