

PITTSBURGH PMI CHAPTER – BYLAWS



APPROVED DATE: February 23, 2026

Bylaws Change Log

Structural & Formatting Changes

- **Document formatting modernized:** clearer numbering, headings, and layout in the 2025 version.
- **New definitions section added** in Article II (2025), defining terms like “Board,” “Chapter,” “PMI Member,” etc., for clarity.
- Articles reordered and renamed for better flow (e.g., “Governance” becomes “Board of Directors”).

Article Changes

Article II: Definitions (New in 2025)

- Entirely new section defining key terms.
- Helps remove ambiguity from later articles.

Article IV: Relationship to PMI

- **2025 version** more explicitly states:
 - The chapter is governed by PMI policies.
 - The chapter may not act on behalf of PMI without consent.
- Introduces clarity around **PMI Charter Agreement**.

Article VI: Membership

- Clarifies that:
 - All Chapter members must also be PMI members.
 - Membership is **individual only**, not corporate.
- 2025 removes the reference to “Classes of Membership” that was present in 2018.

Article VII: Chapter Board of Directors

- **Substantial revision** in the 2025 version:
 - Introduces role definitions in the bylaws (vs. left to policy in 2018).
 - Sets **minimum number of board members to 6** (no max defined in 2025; 2018 said 5–15).
 - Lists **specific officer roles**: President, VP Finance, etc.
 - Introduces **Officer vs. Director** distinction.
- Clarifies succession process, quorum, and voting rules.

Article VIII: Nominations and Elections

- Adds **Nomination Committee (NomCom)** definition and responsibilities.
- Specifies **conflict-of-interest avoidance** (e.g., NomCom members can't run for office).
- More structure around timing and eligibility for candidacy.

Article IX: Committees

- 2018 had minimal committee governance.
- 2025 defines:
 - Standing vs. ad hoc committees
 - Board authority to form/disband committees
 - Chair appointment process

Article X: Finance

- More detailed financial policies in 2025:
 - Annual budget approval
 - President and Finance VP must authorize all expenditures
 - Explicit requirement for **external audits or reviews** if requested
- Clearer record retention language.

Article XI: Meetings

- 2025 formalizes:
 - At least one annual general meeting is required
 - 14 days' notice for Chapter meetings
 - Use of electronic communications allowed for notice

Article XIII: Indemnification

- Newly added in 2025.
- Provides **legal protection for board members** acting in good faith.

Article XIV: Amendments

- Now requires:
 - 30-day notice to membership for proposed amendments
 - 2/3 vote of members present to pass (same threshold as 2018)

Other Noticeable Changes

- More **frequent reference to electronic voting, meetings, and notices**, reflecting remote-first norms post-2020.
- Stronger emphasis on **PMI's authority and Chapter compliance** with PMI global policies.
- **Gender-neutral and inclusive language** throughout (e.g., “Chair” instead of “Chairman”).

Pittsburgh PMI Chapter Bylaws

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Pittsburgh (hereinafter “the PITTSBURGH CHAPTER”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, tax-exempt corporation organized under the laws of PENNSYLVANIA, COMMONWEALTH OF PENNSYLVANIA, OF THE UNITED STATES OR OTHER JURISDICTION. ALL Chapters formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. Principal Office; Other Offices.

The principal office of the PITTSBURGH PMI CHAPTER shall be located IN the COMMONWEALTH OF PENNSYLVANIA; they may have other offices such as Branch offices as designated by the PMI Pittsburgh Board of Directors.

Article II – Relationship to PMI.

Section 1. The Pittsburgh Chapter reports to the elected PMI® Board of Directors and follows all PMI® policies and procedures.

Section 2. The bylaws of the Pittsburgh 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 Pittsburgh Chapter’s Charter with PMI.

Section 3. The terms of the Charter executed between the Pittsburgh Chapter and PMI®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authorities granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the Pittsburgh Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the Pittsburgh Chapter.

Section 1. Purpose of the Pittsburgh Chapter

- A. General Purpose. THE Pittsburgh Chapter has been founded as a non-profit, tax-exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a

conscious and proactive manner.

- B. Specific Purposes. Consistent with the terms of the Charter executed between the Pittsburgh Chapter and PMI and these Bylaws, the purposes of the Pittsburgh 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.
 - c) To stimulate appropriate global applications of project management for the benefit of the 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) UTILIZING PROJECT MANAGEMENT FOR SOCIAL GOOD.

Section 2. Limitations of the Pittsburgh Chapter

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

Section 1. General Membership Provisions.

- A. Membership in the Pittsburgh Chapter requires membership in PMI®. The Pittsburgh Chapter shall not accept as members any individuals who have not been accepted as PMI® members.

Membership of this organization shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

- B. Members shall be governed by and abide by the PMI Bylaws and by the Bylaws of the Pittsburgh 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 membership fees ~~in anticipation of single~~

membership.

- D. Membership in the Pittsburgh 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, and their names removed from the official membership list of the Pittsburgh Chapter. A delinquent member may be reinserted by payment in full of all unpaid dues plus the applicable application fee for PMI and the Pittsburgh Chapter to PMI.
- F. Upon termination of membership in the Pittsburgh Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. All Pittsburgh Chapter members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all Pittsburgh Chapter members meeting the qualifications are eligible to run for and hold a Pittsburgh Chapter elected position.

Section 2. Classes and Categories of Members.

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

Article V – Pittsburgh Chapter **Board of Directors:**

(Source: [Chapter Leader Guide: Chapter Volunteer Role Delineation Study](#))

Section 1. The Pittsburgh PMI Chapter shall be governed by a Board of Directors. 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 VP/officers of the Pittsburgh Chapter elected by the membership and shall be members in good standing of PMI and of the Pittsburgh Chapter.

Terms of office for the Officers shall be 2 YEARS, limited to 2 consecutive terms in the same position, and no more than 3 consecutive terms on the Board in general. These positions are staggered so that half (1/2) are elected each year.

Section 3. The **PRESIDENT** shall be the president for the Pittsburgh 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 **Vice President of Administration** maintains records of all business meetings of the Pittsburgh Chapter and Board meetings, and oversees activities related to annual elections.

Section 5. The **Vice President of Finance** shall oversee the management of funds for duly authorized purposes of the Pittsburgh Chapter.

Section 6. **VP OF EDUCATION & Professional Development:** Responsible for assessing the ongoing educational needs of the Chapter and works to provide seminars, PMI Certification training, and other training sessions in accordance with Chapter Bylaws, and Policies.

Section 7. **VP OF MEMBERSHIP:** Responsible for addressing the needs of chapter membership, including service delivery, recruiting, and retaining and recognizing members, in accordance with Chapter Bylaws, and Policies

Section 8. **VP OF OUTREACH:** Responsible for facilitating activities outside the customary functions of the PMI Pittsburgh Chapter, interacting with community, corporate and academic organizations, in accordance with Chapter Bylaws, and Policies.

Section 9. **VP OF MARKETING & COMMUNICATION:** Oversees marketing and public relations and develops programs in line with chapter bylaws and policies.

Section 10. VP OF GOVERNANCE: Oversees governance and policy matters, ensuring Chapter Bylaws and Policies are maintained and enforced.

Section 11. VP OF PROGRAMS: Responsible for managing all efforts related to the delivery of professional and educational programs by competent speakers, and ensuring all necessary arrangements are made for the monthly Chapter meetings.

Section 12. The Board shall exercise all powers of the Pittsburgh 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 Pittsburgh Chapter business and funds.

Section 13. The Board shall meet at the call of the Chapter 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. At its discretion, the 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 14. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the Pittsburgh Chapter by reason of non-payment of dues, or

where the officer or Director at Large fails to attend three (3) consecutive Board meetings. A Director position can be declared vacant after missing two department meetings. THE PRESIDENT WILL THEN FORWARD TO THE VP OF ADMINISTRATION RESPONSIBLE FOR KEEPING OFFICIAL RECORDS. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 15: An officer, Vice President, or Director at large may be removed for just cause by a two-thirds (2/3) vote of either the members present at an official meeting or the Board.

Section 16: If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the CHAPTER PRESIDENT IS unable or unwilling to complete the current term of office, the VP OF FINANCE SHALL assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

Article VI – Pittsburgh Chapter Nominations and Elections:

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 Pittsburgh Chapter shall have the right to vote in the election. Discrimination in elections 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 of January IN WHICH VP/OFFICERS AND DIRECTORS WILL ASSUME OFFICE following their election. Appointed VPs and Directors take office on a date agreed by the BOD or applicable VP.

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 a petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) by electronic vote in compliance with the legal jurisdiction or (b) during the annual meeting of the membership; 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, including the Single Point of Contact, shall be eligible for inclusion in the slate of nominees prepared by the Committee.

Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no

current member of the Nominating Committee may resign from their position on the committee with the intention of running for a Board Candidate position.

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 – Pittsburgh Chapter Committees/Board:

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 membership of the organization. The Pittsburgh Chapter officers and/or Directors can serve on the Pittsburgh Chapter Committees, unless specifically restricted by the Bylaws.

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

Article VIII - Pittsburgh Chapter Finance:

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

Section 2 Pittsburgh Chapter membership is financially secured in accordance with policies and procedures established by PMI.

Section 3. The Pittsburgh Chapter 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 financial activities related to Pittsburgh Chapter are 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 should 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 Chapter President;

by a majority of the Board; or by petition of ten percent (10%) of the voting membership directed to the Chapter President. Notice of all special meetings shall be sent by the Board to membership at a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 3. The quorum at all annual and special meetings of the Pittsburgh Chapter shall be those members in good standing, present and in person.

Section 4. 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 Pittsburgh Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Pittsburgh Chapter, except as otherwise provided in these bylaws.

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

Section 3. All VP/officers, directors, appointed committee members and authorized representatives of the Pittsburgh Chapter shall act in an independent manner consistent with their obligations to the Pittsburgh Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 4. All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Pittsburgh 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 VP/officer, director, committee member, or authorized representative of the Pittsburgh Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Pittsburgh 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 Pittsburgh 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 Pittsburgh Chapter, or is or was serving at the request of the Pittsburgh 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; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the Pittsburgh 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 thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such a 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 Pittsburgh PMI Chapter's Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the Pittsburgh PMI Chapter or its governing Boards failed to act according to these bylaws, its policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the Pittsburgh Chapter Charter and require the chapter to seek dissolution.

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

Section 3. In the event the Pittsburgh Chapter is considering dissolving, the CHAPTER PRESIDENT'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 Pittsburgh Chapter dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership after the payment of just reasonable and supported debts, consistent with applicable legal requirements.

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