



PMI Sun City, Texas Bylaws

Approved: 10/13/2025

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Sun City, Texas Chapter (hereinafter “the PMI SUN CITY”). 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 TEXAS. All Chapters formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. Principal Office; Other Offices.

The principal office of the PMI SUN CITY shall be located in El Paso, in the STATE OF TEXAS. The PMI SUN CITY may have other offices such as Branch offices as designated by the PMI SUN CITY Board of Directors.

Article II – Relationship to PMI.

Section 1. The PMI SUN CITY 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 SUN CITY 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 PMI SUN CITY’s Charter with PMI.

Section 3. The terms of the Charter executed between the PMI SUN CITY 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 SUN CITY shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the PMI SUN CITY.

Section 1. Purpose of the PMI SUN CITY.

- A. General Purpose. THE PMI SUN CITY 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 a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI SUN CITY and PMI and these Bylaws, the purposes of the PMI SUN CITY shall include the following:
 - a) To foster professionalism in the management of projects.
 - b) To contribute to the quality and scope of project management.
 - c) To stimulate appropriate global application of project management for the benefit of general public.

- d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.
- e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- f) To provide networking opportunities for members.

Section 2. Limitations of the PMI SUN CITY.

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

Section 1. General Membership Provisions.

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

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

- B. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMI SUN CITY 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 PMI SUN CITY 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 PMI SUN CITY.
- D. Membership in the PMI SUN CITY 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 PMI SUN CITY. A delinquent member may be reinstated by payment in full of all unpaid dues plus the applicable application fee for PMI



and the PMI SUN CITY to PMI.

- F. Upon termination of membership in the PMI SUN CITY, the member shall forfeit any and all rights and privileges of membership.
- G. All [Specify Chapter Name] members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all members meeting the qualifications are eligible to run for and hold a PMI SUN CITY elected position.

Section 2. Classes and Categories of Members.

The Sun City, Texas Chapter shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V – The Sun City, Texas Chapter Board of Directors:

(Source: Chapter Leader Guide: Chapter Volunteer Role Delineation Study)

Section 1. The Sun City, Texas Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Board shall consist of the officers of the Sun City, Texas Chapter elected by the membership and shall be members in good standing of PMI and of the Sun City, Texas Chapter. Terms of office for the Officers shall be two years, limited to two consecutive terms in the same position, and no more than four consecutive terms consecutive terms on the Board in general. These positions are staggered so that no more than half the board are elected each year.

Section 3. The President shall be the Chief Executive Officer for the PMI SUN CITY 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 Governance shall keep the records of all business meetings of the PMI SUN CITY and meetings of the Board.

Section 5. The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the PMI SUN CITY.

Section 6. The Vice President of Membership shall be responsible for developing and maintaining a Chapter membership plan that assures continued growth through aggressive recruiting and partnering with major area employers and the development and implementation of a retention program. The Vice President, Membership shall also develop volunteer plan and opportunities for volunteers and develop member recognition programs. The Vice President, Membership, shall work with other Board members to develop Chapter student membership, student programs, and shall be responsible for marketing and communication initiatives to student population in the

Chapter region.

Section 7. The Vice President, Marketing & Communication shall be responsible for promoting the local PMI SUN CITY and PMI through internal and external publications and partnerships with local businesses. The Vice President of Marketing & Communication shall advance the project management profession through the planning and coordination of special events, as identified by the Chapter's Board.

Section 8. The Vice President, Programs & Professional Development shall be responsible for developing and delivering programs relating to project management for each scheduled Chapter meeting. The content of these programs is to be consistent and in accordance with the objectives of the PMI SUN CITY and with approval of the Chapter Board of Directors. The Vice President, Programs & Professional Development shall also promote the project management profession through the development of educational publications, seminars, and workshops designed to enhance and expand the skills and knowledge of project managers.

Section 9. The Vice President Technology shall be responsible for technology projects and day to day operations required to meet the objectives of PMI SUN CITY. The Vice President, Technology shall also be responsible for administering communication initiatives created by the VP, Marketing & Communication or the Chapter's Board.

Section 10. The Chapter Mentor shall be responsible for guiding Chapter Members and holding the Chapter Board accountable to actions to meet the objectives of PMI SUN CITY. The Chapter Mentor must be an experienced project manager and had to have served at least one (1) – two (2) year term as Chapter President.

Section 9. The Board shall exercise all powers of the Sun City, Texas 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 Sun City, Texas Chapter business and funds.

Section 10. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 11. 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 Sun City, Texas Chapter by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notices to the VP of Governance. 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 12: An officer or Director at Large may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 13: 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 President is unable or unwilling to complete the current term of office, the VP of Governance 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 – PMI SUN CITY Nominations and Elections:

Note: For detailed procedures on nominations, qualifications, and elections, refer to Appendix A – Election and Appointment Policy.

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 PMI SUN CITY 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 shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the 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 – PMI SUN CITY Committees:

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board. Committee members shall be appointed from membership of the organization. The PMI SUN CITY officers and/or Directors can serve on the PMI SUN CITY 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 Board.

Article VIII - PMI SUN CITY Finance:

Section 1. The fiscal year of the PMI SUN CITY shall be from 1 January to 31 December.

Section 2. PMI SUN CITY annual membership dues will be agreed upon between PMI and the PMI SUN CITY's Board of Directors and communicated in accordance with policies and procedures established by PMI.

Section 3. The PMI SUN CITY 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. 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 PMI SUN CITY President; by a majority of the Board; or by petition of ten percent (10%) of the voting membership directed to the President. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting 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 PMI SUN CITY 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 PMI SUN CITY shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI SUN CITY, except as otherwise provided in these bylaws.

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

Section 3. All officers, directors, appointed committee members and authorized representatives of the PMI SUN CITY shall act in an independent manner consistent with their obligations to the PMI SUN CITY 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 PMI SUN CITY 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 PMI SUN CITY, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI SUN CITY, 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 PMI SUN CITY 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 PMI SUN CITY, or is or was serving at the request of the PMI SUN CITY 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 Sun City, Texas 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 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 Sun City, Texas Chapter's Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the Sun City, Texas 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 revoke the Sun City, Texas Chapter Charter and require the chapter to seek dissolution.

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

Section 3. In the event the Sun City, Texas Chapter is considering dissolving, the PMI SUN CITY'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 Sun City, Texas 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.

Appendix A – Election and Appointment Policy

1. Purpose

This establishes the guidelines for nominating, qualifying, electing and appointing officers to the chapter board of directors, consistent with the Project Management Institute (PMI) Sun City chapter Constitution and Bylaws.

2. Revision History

Date	Rev No.	Change	Ref Section

3. Persons Affected

All members of the board of directors (officers, directors and chairs).
All PMI Sun City chapter Members.

4. Policy

1. The PMI Sun City chapter election committee is chaired by the President Elect and is comprised of non-board (as stated in Sun City By-Laws) PMI members that will be responsible for selecting the officer Nominees. The President Elect will provide leadership and guidance to the nominating committee but will not be involved in the review or selection process of candidates.

1. In the case there is not enough volunteers to create a non-board election committee, the President Elect will work with Current Board Members to work through the election process as started in this Policy.

2. The PMI Sun City chapter election committee will select a slate of qualified officers. This slate of officers will be voted upon by the membership of the PMI Sun City chapter.

3. Qualified candidates must meet the following criteria to be an elected officer:
Members in good standing of PMI Sun City chapter and PMI Global throughout their term

1. PMI certification is desired but not required. Acceptable PMI certifications are listed below.

1. PMP (desired)
2. PgMP
3. PfMP
4. CAPM
5. PMI-PBA
6. PMI-ACP
7. PMI-RMP
8. PMI-SP

Appendix A – Election and Appointment Policy

2. Member is eligible under the term limits as stated in the PMI Sun City and PMI By Laws.
3. Have the skills needed to fulfill the responsibilities of the position.
4. Has the interest and time to commit to the chapter responsibilities.
5. Willing to sign and adhere to the PMI Sun City non-disclosure form for handling member Information.
6. Willing to sign and fill out the Conflict-of-Interest form.
7. Willing to sign the Ethics form.

A Qualified Candidate cannot:

1. Be a current PMI Sun City officer or director whose term will not expire before the position being applied for
 1. Officer candidates are prohibited from campaigning or utilizing their status on the PMI Sun City chapter or professionally solicit election votes.

2. Definitions

Slate – List of candidates for those Offices that are available for re-election.

Terms of Office:

President-Elect will be elected each year. The President-Elect will serve one year in as President-Elect, one year as President, and then a third year as Past President. It is a requirement that the President-Elect has previous Board experience either serving with PMI Sun City or other PMI Chapters or similar experience as reviewed and deemed appropriate by current Board of Directors during the election process.

Elected in odd-numbered years for terms beginning in even-numbered years:

1. Vice President of Finance
2. Vice President of Marketing
3. Mentor
4. President

Elected in even-numbered years for terms beginning in odd-numbered years:

1. Vice President of Membership
2. Vice President of Professional Development
3. Vice President of Technology
4. Vice President of Governance

Each position will stay for two years.

Appendix A – Election and Appointment Policy

Election Schedule - Elections will be held each year prior to the October Chapter

Meeting.

1. May – President-Elect reviews qualifications and job descriptions for the volunteer positions for the election committee. President-Elect reviews applications and approves the volunteers for the election committee.
2. June - Committee coordinates, gathers and prepares information about the elected position such as job descriptions, election email address and job Frequently Asked Questions (FAQs) for the website, email blast, etc. Officer positions are posted PMI Global and to the PMI Sun City chapter website. An email blast is sent to all PMI Sun City members.
3. July – mid Aug - Election committee develops election slate for vote and hold interviews with prospective candidates.
4. July & August monthly chapter meetings - Approved candidates speak 1-2 minutes at PMI Sun City chapter meetings.
5. Late August – mid September – Work with PMI Global for setting up the on-line election voting ballot. Election voting is opened for 2 weeks.
6. September - President-Elect announces the results to candidates and to the PMI Sun City board members.
7. September monthly chapter meeting – President-Elect announces the newly elected Sun City PMI chapter officers to the PMI Sun City membership.
8. October – December – Newly elected officers shadow current office holders and attend the board transition meeting.

Voter Eligibility – All PMI Sun City chapter members in good standing are eligible to vote.

Election Service Provider – PMI Global election service which verifies voter eligibility, handles the voting and vote counting.

5. Responsibilities

The President-Elect has the following responsibilities:

1. Oversight responsibilities of this policy.
2. Chairing the Nominating Committee.
3. Validating annual officer elections.
4. Approval of the election selection service provider.
5. Responsible for the quarterly validation of board members eligibility – member in good standing with PMI Global and PMI Sun City.

Appendix A – Election and Appointment Policy

6. Responsible for ensuring elected officers complete the eligibility requirements.

1. Signing of the non-disclosure form.
2. Other onboarding activities associated with becoming a board officer.

The election committee has the following responsibilities:

1. Determining the eligibility of potential candidates for the slate to be elected in that year.
2. Collecting and disseminating officer candidate information as required.
3. Conducting annual officer elections.
4. Coordinating with the election service provider (PMI Global).