

**2015**

**Chapter Leadership Roles & Responsibilities Document**

# General

## Document Revision Log

|  |  |  |  |
| --- | --- | --- | --- |
| **Version** | **Date** | **Author / Editor** | **Summary of Changes** |
| 1.0 | 05/27/2004 | Susan Heidorn |  |
| 2.0 | 04/09/2007 | Bob Eckert | Updated roles, responsibilities and excerpts from Bylaws |
| 3.0 | 06/20/2008 | Alex Decker | Updated roles, responsibilities and excerpts from Bylaws |
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| 5.0 | 04/26/2010 | Karen Little | Updated roles, responsibilities, excerpts from Bylaws |
| 6.0 | 07/21/2011 | Cathy Bartholet | Updated roles, responsibilities |
| 7.0 | 04/27/2014 | Suzanne Schanno | Updated roles, responsibilities and Bylaws |

## Purpose of this document

The purpose of this document is to provide new board members, potential board members and current board members information needed to understand the primary responsibilities of each of the key PMI-MN governance roles. Each role contains a description, listing of primary responsibilities, key contacts and a listing of chairs, committees or positions reporting to this position for each board member.

## PMI-MN Mission and Vision Statements

To provide value to members and the community through opportunities for career development and to advocate the advancement of the project management profession and its disciplines.

Since, 1984, our chapter has focused on alignment with PMI’s core principles and the following priorities:
· Developing a community of project managers
· Advancing the profession of project management
· Acting as an information distribution forum for project management
· Facilitating education in project management

Table of Contents

[General 1](#_Toc387775084)

[Document Revision Log 1](#_Toc387775085)

[Purpose of this document 1](#_Toc387775086)

[PMI-MN Mission and Vision Statements 1](#_Toc387775087)

[Summary of Board Positions and Responsibilities 3](#_Toc387775088)

[Organizational Structure 6](#_Toc387775089)

[Elections 6](#_Toc387775090)

[Chapter Bylaws 6](#_Toc387775091)

[Overall Board of Directors Roles & Responsibilities 7](#_Toc387775092)

[Description 7](#_Toc387775093)

[Primary Responsibilities 7](#_Toc387775094)

[Presidency 8](#_Toc387775095)

[President 8](#_Toc387775096)

[Description 8](#_Toc387775097)

[Primary Responsibilities 8](#_Toc387775098)

[Key Contacts 9](#_Toc387775099)

[Committees / Positions Reporting to this Position 9](#_Toc387775100)

[President-Elect 9](#_Toc387775101)

[Description 9](#_Toc387775102)

[Primary Responsibilities 9](#_Toc387775103)

[Key Contacts 10](#_Toc387775104)

[Committees / Positions Reporting to this Position 10](#_Toc387775105)

[Previous President 10](#_Toc387775106)

[Description 10](#_Toc387775107)

[Primary Responsibilities 10](#_Toc387775108)

[Key Contacts 11](#_Toc387775109)

[Committees / Positions Reporting to this Position 11](#_Toc387775110)

[Finance Director 12](#_Toc387775111)

[Finance Director 12](#_Toc387775112)

[Description 12](#_Toc387775113)

[Primary Responsibilities 12](#_Toc387775114)

[Key Contacts 12](#_Toc387775115)

[Committees / Positions Reporting to this Position 13](#_Toc387775116)

[Governance Director 14](#_Toc387775117)

[Governance Director 14](#_Toc387775118)

[Description 14](#_Toc387775119)

[Primary Responsibilities 14](#_Toc387775120)

[Key Contacts 14](#_Toc387775121)

[Committees / Positions Reporting to this Position 15](#_Toc387775122)

[Chair – General Roles & Responsibilities 17](#_Toc387775123)

[Description 17](#_Toc387775124)

[Primary Responsibilities 17](#_Toc387775125)

[Key Contacts 18](#_Toc387775126)

[Committees / Positions Reporting to this Position 18](#_Toc387775127)

[Program Managers – General Roles & Responsibilities 19](#_Toc387775128)

[Description 19](#_Toc387775129)

[Primary Responsibilities 19](#_Toc387775130)

[Key Contacts 19](#_Toc387775131)

[Committees / Positions Reporting to this Position 20](#_Toc387775132)

[Appendix A: Chapter Bylaws 21](#_Toc387775133)

[Chapter Bylaws 21](#_Toc387775134)

[Article V – Charter Board of Directors 21](#_Toc387775135)

[Section 1 21](#_Toc387775136)

[Section 2 21](#_Toc387775137)

[Section 3 21](#_Toc387775138)

[Section 4 21](#_Toc387775139)

[Section 5 21](#_Toc387775140)

[Section 6 22](#_Toc387775141)

[Section 7 22](#_Toc387775142)

[Section 8 22](#_Toc387775143)

[Section 9 22](#_Toc387775144)

[Section 10 22](#_Toc387775145)

[Section 11 22](#_Toc387775146)

[Section 12 23](#_Toc387775147)

[Section 13 23](#_Toc387775148)

[Article VI – Charter Nominations and Elections 24](#_Toc387775149)

[Section 1 24](#_Toc387775150)

[Section 2 24](#_Toc387775151)

[Section 3 24](#_Toc387775152)

[Section 4 24](#_Toc387775153)

[Section 5 24](#_Toc387775154)

[Section 6 24](#_Toc387775155)

[Article VII – Committees 26](#_Toc387775156)

[Section 1 26](#_Toc387775157)

[Section 2 26](#_Toc387775158)

# Summary of Board Positions and Responsibilities

| **Previous President** | **President** | **President-Elect** | **Finance Director**  |
| --- | --- | --- | --- |
| * Mentor leadership
* Volunteer recognition for previous year
* Special projects
* Speaker for Ambassador program

Volunteer Coordination* Volunteer recruitment & retention
* Volunteer satisfaction
* Volunteer placement
* Volunteer recognition program
* Volunteer hour tracking
* Volunteer Fair

Chairs* Volunteer Services

Program Managers* Special Projects
 | * Charter Renewal
* Board Oversight & Support
* Region II & PMI Liaison
* Leadership Development
* Conduct Annual Business Mtg.
* Volunteer Recognition Event
* Strategic Planning
* President’s Summer Event

Chairs* None

Program Managers* None
 | * Nominating Committee
* New Board Training & Transition
* Board and Chair Roles and Responsibilities
* Special events
* Operations Committee
* Scorecard and Annual Report
* Maintenance of the FAQ's, Process documentation
* Overall Chapter Events Coordination

PDD* Symposium
* Education
* Vendor Booths
* Luncheon
* Facility Contracts
* Speaker Contracts
* Sponsors

Administration Vendor management * Documentation Mgmt
* Inventory Management
* Resource Management
* Meeting minutes

Vendor Management* Contracts
* Logistics

Event Registration Services* Pre-registration
* On-site registration
* Post registration

Chairs* PDD
* OPS
* Event Registration Services
* Information Technology

Program Managers Roles* Special Events
 | Financial Services* Budget
* Financial Records
* Reimbursements
* Annual tax prep and reporting
* Component Insurance
* Event registration settlements

Sponsorship/Partners ProgramChairs* Finance
* Sponsorships/Partners

Program Managers* None
 |

| **Community & Educational Outreach Director** | **Governance Director/Board Secretary** | **At Large** | **Program Director** |
| --- | --- | --- | --- |
| Community Services * Paint-a-thon
* Coaching Program
* Charity & Scholarship Mgmt

Out Reach * Central Outreach
* Northeast Outreach
* Northwest Outreach
* Eastern Wisconsin Outreach
* Southwestern Outreach
* Project of the Year

Partner Programs * Corporate Partners
* Industry Partners
* Education Partners
* Partner Program newsletter
* Annual Appreciation Event

Ambassador ProgramMentorship ProgramChairs* Community Services
* Outreach
* Partners Program

Program Managers* Partner
* Ambassador
* Outreach
* Community Services
* Mentorship

Project Managers* Corporate Partners
* Education Partners
* Industry Partners
* Ambassador Program
* Mentorship Program
* Outreach Programs
* Charities and Scholarships
* Community Coaching
* Paint-A-Thon
 | Governance and Policy* Chapter bylaws and all other laws.
* Operations policies
* Board representative to the annual Nominating Committee
* Legal agreements
* Engage legal counsel
* Escalate issues, manage risks and drive decisions at the operations committee.

Chairs* TBD

Program Managers* TBD
* TBD
 | * Annual strategy setting and strategy evaluation exercises.
* Annual budgeting exercises and fulfills fiduciary responsibilities.
* Attend monthly Board meetings and provide status reports
* Sponsor strategic initiatives by acting as Board sponsor and creating the necessary project teams
* Attend region 2 / leadership PMI conferences as needed.
* Participate in board development and transition meetings.
* Guard against undue risk and liability to the Chapter.
* Ensure adherence to Chapter Bylaws and Policies.
* Escalation of issues or concerns for a timely resolution.
 | Programs (Breakfast & Dinner)* Speaker coordination
* Announcements and Crawl
* Event Details and Setup
* Sponsors

Speaker Bureau* Speaker repository
* Speaker management – contracts, etc.
* Speaker evaluations

Local Interest Groups – LIGSFacility Contracts (for programs)Chairs* Programs

Program Managers* Dinner
* Breakfast
* LIGs
 |

# Organizational Structure

## Elections

1. Six board directors are nominated, each officer will have a designated oversight area (see org chart in previous sections for details on committees:
	* + Director: Community and Educational Outreach
		+ Director: At-Large
		+ Director: Programs
		+ Director: Finance
		+ Director: Governance / Board Secretary

## Chapter Bylaws

See appendix A for excerpts from the 2013 Bylaws in regards to Officers; Board of Directors; Nominations, Appointments and Elections; and Committees.

# Overall Board of Directors Roles & Responsibilities

### Description

Board Directors are responsible for policymaking, governance, strategic planning, and committee oversight and fulfill all fiduciary responsibilities of the Chapter. Primary Responsibilities include:

### Primary Responsibilities

* Take an active role in transitioning new board members into their position
* Assist and approve annual budget for your specific committee areas
* Contribute input into the development of the chapter calendar
* Prepare annual Chapter goals for PMI GOC & PMI-MN with input from chairs and committee program managers.
* To participate in all strategic planning, board development meetings and transition meetings.
* Provide Chapter Governance
* To participate in all monthly board meetings
* To provide support and oversight to Committee Chairs and Program Managers
* Adhere to the PMI code of ethics
* Sign and adhere to PMI Conflict of Interest Policy
* Fulfill all the duties of the position
* Provides leadership and mentorship to Committee Chairs and Program Managers
* Represent the needs of the Chapter members
* Fulfill the fiduciary responsibilities of the board
* Guard against undue risk and liability to the chapter
* Develop Chapter policies that will guide board members, volunteers and the organization
* Identify and prioritize overall chapter programs and initiatives
* Accountable for everything the organization is, does and achieves or fails to achieve
* Determine board training and development needs
* Ensure adherence to Chapter Bylaws and board policies
* Meet with and gather wisdom from the members
* Evaluate identified success measures
* Examine monitoring data and determine if committees have used reasonable interpretation of board stated criteria
* Monthly reporting of volunteer hours
* Review and revision as deemed needed of the organizational structure
* Key relationships to manage with Nonprofit Solutions
* Escalation of issues or concerns for a timely resolution when dealing with a cross-functional activity, a vendor supported activity

# Presidency

## President

### Description

The President shall be the Chief Executive Officer of the chapter and shall direct the activities of the other Board members in accordance with the purposes Chapter Bylaws. Will assume the position of Previous President (Immediate) the following year, and serve on the Advisory Council for two years following that tenure.

### Primary Responsibilities

* Preside over the Chapter and board of directors
	+ Be the official custodian of the PMI-MN Chapter Charter.
	+ Call and preside over all chapter Board meetings, the annual business meeting and special meetings.
	+ Recommend the formulation of any special committees to the Board of Directors for approval and member appointment.
* Represent Chapter and board at various functions
	+ Serve as liaison between the Project Management Institute and the Minnesota Chapter of PMI.
	+ Serve as chapter representative at the PMI Chapter Leadership Development Meetings
	+ Serve as chapter representative at Region II meetings
	+ Participate in monthly Region 2 conference calls
* Manage the governing documentation process
	+ Review and recommend modifications, if required, to the Bylaws.
* Prepare and submit, in conjunction with the appropriate Directors, any required periodic reports to the Project Management Institute.
* Manage the Charter Renewal Process
	+ Complete the Charter Renewal Survey accurately and on time.
	+ Collect and aggregate the information required to complete the Charter Renewal Survey.
* Oversee the nominations and elections process.
	+ Appoint members to serve on the Nominating Committee by May 1 of each year.
	+ Assist the President-Elect in interviewing and selecting an appropriate nomination for the following year.
* Provide training and mentoring to board members
	+ Train the President-Elect in all procedures and particulars of the Charter for the Chapter.
	+ Act as mentor to the President-Elect on significant changes to policy and procedures.
	+ Mentor Directors in their roles and responsibilities as required.
* Provide for public relations efforts from the president
	+ Provide a frequent update “From the President” article in the chapter newsletter when newsworthy.
	+ Manage the annual awards and recognition process.
* Prepare and Conduct the Annual Chapter Business Meeting
	+ Work with communications on announcing the meeting to membership 30 days before the meeting is held
	+ Work with Finance Director and President-Elect to prepare Meeting Presentation
* Conduct the annual strategic planning session(s) for the chapter
* Report volunteer hours monthly on the PMI-MN website for activities performed

### Key Contacts

* Board Directors
* President-Elect
* Previous President (Immediate)
* Chapter Administration – work with the Administration services in appropriate administrative duties.
* PMI-GOC
* Region II

### Committees / Positions Reporting to this Position

* All board Directors
* Awards Committee
* Nominating Committee

## President-Elect

### Description

Advises and assists the chapter and the President. Directs activities of other Board members and Chapter meetings in the President’s absence. Will assume the position of President the following year, and Previous President the following year. This is a three-year commitment.

### Primary Responsibilities

* Primary responsibility for all Operational aspects of the Chapter.
* Chair the Operations Committee
* Call and preside over a monthly operations committee meeting of all committee chairs
* Provide leadership and management for the PDD Chair, Event Registration Services Chair and Operations Chair.
* Fulfill President’s role in President’s absence
	+ Preside over all chapter Business meetings in the President’s absence.
	+ Assume the Office of the President at the end of the current President’s term and ensure a smooth transition.
* Assist the President
	+ Assist the President as the official custodian of the PMI Chapter Charter.
	+ Attend all chapter Board meetings and special meetings called by the President.
	+ Assist the President in the appointment of members to serve on the Nominating Committee.
	+ Assist the President in the appointment of vacant Board members’ positions, subject to majority Board approval.
	+ Assist the President in preparing, in conjunction with the appropriate Board Director, any required periodic reports to PMI.
	+ Review and recommend modifications, if required, to the Chapter Bylaws.
	+ Provide input to the President on significant changes to policy and procedures.
	+ Assist and mentor Directors in their roles and responsibilities as required.
	+ Coach President and provide feedback, direction, and assist where needed.
	+ Recruit volunteers for critical areas requiring Chapter focus
* Learn the duties and office of the president
	+ Learn the responsibilities and duties of the office of the President
	+ Manage special projects that impact the entire board
	+ Attend PMI GOC and Region II leadership meetings to further understand the roles and responsibilities of GOC and Region II and increase PMI network for the chapter
* Provide administrative coordination for Nominating Committee
* Prepare for upcoming Presidency and Board
	+ Prep for and conduct Leadership Transition meeting.
	+ Participate in the annual strategic planning session(s)
	+ Interview and select an appropriate nominee for President-Elect position for the following year.
* Report volunteer hours monthly on the PMI-MN website for activities performed

### Key Contacts

* Board Directors
* President
* Operating Committee Chairs
* Administrative vendor (currently NonProfit Solutions)
* Accounting vendor (currently NonProfit Solutions)
* Event registration vendor (currently Ticketworks)

### Committees / Positions Reporting to this Position

* Special projects as assigned by the president or board
* Operations Committee
* PDD Chair
* Operations Chair
* Event Registration Services Chair

## Previous President

### Description

The Previous President shall be a resource for the PMI-MN Board. This individual will maintain a presence at PMI-MN activities. The Previous President is an ex-officio member of the Board.

### Primary Responsibilities

* Develop, train and provide oversight to the board coaching and mentoring committee
	+ Participate and provide advice on any activities believed to be of vital interest to PMI-MN.
	+ Act as a mentor to the president and other board members as requested. To chair an ethics council if deemed necessary by the Chapter President.
	+ Act as mentor to the President on significant changes to policy and procedures.
	+ Provide PMI GOC updates and information as it pertains to and impacts board functions and chapter direction.
	+ Coordinate awards nomination efforts pertaining to the preceding year.
* Guide the Ambassador Program Manager in the development of standard presentation materials; ensure senior chapter leadership is available for all planned presentations
* Provide leadership and management for the Volunteer Services Chair.
* Report volunteer hours monthly on the PMI-MN website for activities performed

### Key Contacts

* President
* PMI GOC
* Board of Directors
* Past Presidents
* Ambassador Program

### Committees / Positions Reporting to this Position

* Special projects as assigned by the president or board
* Volunteer Services Chair
* Volunteer Fair Project Manager

# Finance Director

## Finance Director

### Description

Responsible for chapter finances and ensuring the viability of the chapter. Maintains chapter non-profit status and arranges for audits and filing of tax returns. Position will also have significant input into furthering the financial practices of the Chapter regarding policy development, process definition, and related documentation.

### Primary Responsibilities

* Manage all chapter moneys in accordance with the chapter Bylaws.
* Maintains a one-year operating expense balance in the bank.
* Maintain signature authorization for chapter checking and savings accounts. Signatures to include only the Chapter President, President-Elect and Finance Director.
* Review and approve tax filings prepared by CPA firm.
* Distribute final annual financial statements and tax filings to the Board of Directors.
* Prepare periodic financial statements for presentation to the chapter Board of Directors.
* Maintain the chapter non-profit status.
* Provide financial recommendations to the Board as may be required.
* Maintain checking and savings accounts (e.g. minimum balances, transfers, & reserves).
* Participate in Board of Director’s scheduled meetings and be answerable for all financial matters to the Board.
* Manage Chapter Ticketing Services or any new reservation vendor (current reservations vendor) to coordinate accounting for receipts and expenses they collect and incur for various Chapter events. Ensure the financial aspects of contract are fulfilled.
* Ensure Chapter payment of invoices to all vendors in accordance with established policies and practices on a monthly basis.
* Monthly reporting of volunteer hours
* Key relationships to manage with Nonprofit Solutions
* Report volunteer hours monthly on the PMI-MN website for activities performed

**Annual**

* Create Finance Charter for upcoming year
* Develop and maintain Finance schedule
* Assist the Chapter President with preparation of the necessary financial reports required for submission to the PMI Global Operations Center. (February)
* Submit Form 1099’s to IRS (along with a form 1096). (Due March 1).
* Initiate and supervise annual compilation/review of financial records and preparation of tax filings by outside CPA firm. (March – May)
* Submit all applicable Federal and State income tax returns. (Due May 15th)
* Pay Chapter liability insurance through PMI Global Operations Center (Due November 1)

### Key Contacts

* Board of Directors
* Administrative vendor (currently NonProfit Solutions)
* Accounting vendor (currently NonProfit Solutions)
* Event registration vendor (currently Ticketworks)
* Tax preparation CPA firm (currently Tautges Redpath, LTD.)
* Operating Committee Chairs

### Committees / Positions Reporting to this Position

* Sponsorship Chair

# Governance Director

## Governance Director

### Description

Responsible for maintenance and enforcement of chapter policies and by-laws. Address any breaches and assist in chapter conflicts.

### Primary Responsibilities

* Ensure the policies are consistent and
* Maintains a one-year operating expense balance in the bank.
* Maintain signature authorization for chapter checking and savings accounts. Signatures to include only the Chapter President, President-Elect and Finance Director.
* Review and approve tax filings prepared by CPA firm.
* Distribute final annual financial statements and tax filings to the Board of Directors.
* Prepare periodic financial statements for presentation to the chapter Board of Directors.
* Maintain the chapter non-profit status.
* Provide financial recommendations to the Board as may be required.
* Maintain checking and savings accounts (e.g. minimum balances, transfers, & reserves).
* Participate in Board of Director’s scheduled meetings and be answerable for all financial matters to the Board.
* Manage Chapter Ticketing Services or any new reservation vendor (current reservations vendor) to coordinate accounting for receipts and expenses they collect and incur for various Chapter events. Ensure the financial aspects of contract are fulfilled.
* Ensure Chapter payment of invoices to all vendors in accordance with established policies and practices on a monthly basis.
* Monthly reporting of volunteer hours
* Key relationships to manage with Nonprofit Solutions
* Report volunteer hours monthly on the PMI-MN website for activities performed

**Annual**

* Create Finance Charter for upcoming year
* Develop and maintain Finance schedule
* Assist the Chapter President with preparation of the necessary financial reports required for submission to the PMI Global Operations Center. (February)
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* Initiate and supervise annual compilation/review of financial records and preparation of tax filings by outside CPA firm. (March – May)
* Submit all applicable Federal and State income tax returns. (Due May 15th)
* Pay Chapter liability insurance through PMI Global Operations Center (Due November 1)

### Key Contacts

* Board of Directors
* Administrative vendor (currently NonProfit Solutions)
* Accounting vendor (currently NonProfit Solutions)
* Event registration vendor (currently Ticketworks)
* Tax preparation CPA firm (currently Tautges Redpath, LTD.)
* Operating Committee Chairs

### Committees / Positions Reporting to this Position

* Sponsorship Chair

# Chair – General Roles & Responsibilities

### Description

Chairs have overall responsibility for all operational efforts and resource management & allocation in their assigned areas. Committee chairs are responsible to the chapter board of directors and President-Elect and provide leadership to the program managers assigned to them. They are appointed by the board and are ratified by the board on an annual basis.

### Primary Responsibilities

* Identify and develop backup chair
* Prepare and maintain transition materials to succeeding Chair to ensure smooth transition as needed.
* Work with Program Managers and Board to prepare annual committee budgets and submit budgets for board approval.
* Manage approve budget and review financial statements monthly.
* Contribute input into the chapter calendar
* Work with Program Managers to prepare annual goals for their area that fit into the strategic goals of the chapter and meet the charter goals.
* Develop an overall communications plan (organizational chart, contact list, roles & responsibilities and communications plan) for all committees under their responsibility. Communication plans should be posted on the chapter SharePoint site and with Chapter Administrator (The chapter administrator either provides original documents or receives original documents off or on the website).
* Participate in all strategic planning, leadership & development and committee training meetings.
* Participate in monthly board meetings as requested by the Board of Directors
* Report volunteer hours monthly on the PMI-MN website for activities performed; ensure team members are also reporting their volunteer hours
* Meet monthly with Board Director for your area
* Meet monthly with the Program Managers (and Project Managers as appropriate)
* Create monthly status reports (summary of all Program Manager status reports) for the board prior to the monthly operations committee meeting (which is scheduled at least one week before the board meeting)
* Attend the monthly operations committee meeting
* Adhere to the PMI code of ethics
* Advise the Finance Director of all financial commitments prior to actual expenditure
* Fulfill all the duties of the position held
* Assist in the recruit of volunteers as needed by the various committees & work efforts
* Ensure all volunteers understand the appropriate policies to which they must adhere
* Provides leadership and mentorship to Program Managers
* Liaison between the Board of Directors and Program Managers
* Identify issues that must come to the board
	+ Change in budget over $500
	+ Potential policy, ethics or conflict of interest issues
	+ Development of new programs
	+ Discontinuation of current programs
* Fully Responsible for information content about their area of responsibility that is posted on the website and for the on time providing of that information for all communications channels.
* Escalation of issues or concerns for a timely resolution when dealing with a cross-functional activity, a vendor supported activity or when dealing with a concern/question not being responded to by their director.

### Key Contacts

* + Board of Directors
	+ President Elect
	+ Operating Committee Chairs
	+ Administrative vendor (currently NonProfit Solutions)
	+ Accounting vendor (currently NonProfit Solutions)
	+ Event registration vendor (currently Ticketworks)

### Committees / Positions Reporting to this Position

* + Program Managers for the assigned area

# Program Managers – General Roles & Responsibilities

### Description

Program Managers are responsible for the successful fulfillment and financial viability of their assigned programs as specified in the Program Charter. Program Managers will report to the Committee Chair for their area.

### Primary Responsibilities

* Identify and develop backup Program Manager
* Prepare transition materials and manage transition to succeeding Program Manager to ensure smooth transition.
* Prepare annual budget for your specific area by program or service
* Contribute input into the chapter calendar
* Work with Committee Chairs to prepare annual goals for your area that fit into the strategic goals of the chapter and meet the charter goals.
* Prepare an annual communications plan (organizational chart, contact list, roles & responsibilities and communications plan) for your area, to be collated by the chair.
* Provide input into the strategic planning process
* Participate in the annual committee chair and program manager annual training
* Participate in monthly board meetings as requested by the Board of Directors or Chairs
* Create monthly status reports for the Committee Chair due one and half weeks before the operations committee meeting
* Report volunteer hours monthly on the PMI-MN website for activities performed; ensure team members are also reporting their volunteer hours
* Adhere to the PMI code of ethics
* Adhere to all chapter policies
* Advise the Finance Director of all financial commitments prior to actual expenditure
* Fulfill all the duties of the position held
* Recruit volunteers as needed to various committees & work efforts
* Ensure all volunteers understand the appropriate policies to which they must adhere
* Develop and provide leadership to the committee team
* Develop and update charters, business case, processes and templates for your area and ensure all information is posted on the website and copies sent to chapter administrator for archiving
* Prepare and manage a risk response plan for your area.
* Review and update web content as appropriate for your area to keep current information. Follow web policies for addition of new web pages.
* Prepare / maintain charter for each key program area under your jurisdiction
* Identify issues that must come to the board through the chair
	+ Change in overall budget by $500 or more
	+ Potential policy, ethics or conflict of interest issues
	+ Development of new programs
	+ Discontinuation of current programs

### Key Contacts

* Operating Committee Chair
* Administration vendor

### Committees / Positions Reporting to this Position

* + Project Managers for the assigned area

# Appendix A: Chapter Bylaws

## Chapter Bylaws

The following paragraphs contain excerpts from the 2010 Bylaws in regards to Officers; Board of Directors; Nominations, Appointments and Elections; and Committees.

## Article V – Charter Board of Directors

### Section 1

The Minnesota 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

Section 2: The Board shall consist of the officers of the Minnesota Chapter elected by the membership and shall be members in good standing of PMI and of the Minnesota Chapter. Terms of office for the Officers shall be two years and limited to two consecutive terms, staggered so that the Director of Finance, and two Director at Large positions are elected in the even years and the Director of Governance/Board Secretary and two Director at Large positions are elected in the odd years. The President-Elect is elected each year and carries a three year commitment; Year 1 President-Elect, Year 2 President and Year 3 Past President. An officer will not serve on the board more than eight (8) consecutive years. After serving consecutive (8) years the officer has to wait at least one (1) year before being eligible to be appointed or elected again to a board position.

### Section 3

The Past President shall be a resource for the PMI-MN Board. This individual will maintain a presence at PMI-MN events. Their duties are to develop, train and provide oversight to the Board. The Past President will mentor the President and will mentor other Board members as requested.

### Section 4

The President shall be the chief executive officer for the Minnesota 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 vote on all committees except the Nominating Committee.

### Section 5

The President-Elect/chief operation officer shall oversee the operating committee and maintain the Policy manual, shall keep the records of all business meetings of the Minnesota Chapter and meetings of the Board. If outsourced support services are used for administrative services and/or Event Registration Processing the President Elect/Chief Operating Officer shall oversee and coordinate all functions related to those operations with the vendor(s).

### Section 6

The Director of Finance shall oversee the management of funds for duly authorized purposes of the Minnesota Chapter. If outsourced support services are used for bookkeeping or auditing the Director of Finance shall oversee and coordinate all functions related to financial matters with these vendors.

### Section 7

### The Director of Governance/Board Secretary shall maintain the Policy and Procedure manual, shall keep the records of all business meetings of the Minnesota Chapter and meetings of the Board. If outsourced support services are used the Director of Governance/Board Secretary shall oversee and coordinate all functions related to those operations with the vendor(s).

### Section 8

 Director at Large serves as required by the Executive Officers of the Chapter. There may be up to 4 additional Directors at Large positions to serve on the Board of Directors. These positions would be for accommodating organizational structure changes such as those caused by Chapter growth. These open positions also go through the election process and serve for two-year terms.

### Section 9

The Board shall exercise all powers of the Minnesota 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 Minnesota 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, 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 shall 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 Minnesota 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 notice to the President or President-Elect. 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 President-Elect shall assume the duties and office of the presiding officer for the remainder of the term.

Invoking the election process if the following criteria are met may also fill a vacancy:

1) Incumbent is leaving before the end of the first year of their term

2) The Nomination Slate for the next year (2nd year of the vacated term) has not yet been presented to the membership for voting

3) The BOD and Nominating Committee concur that the timing allows for a slate for the vacated position to be determined

4) Either the incumbent is to remain in their position until 12/31 of the current year -or- the BOD will appoint an interim officer to serve the remainder of the first year of the term

If the election process is used to fill a vacancy the new officer will serve only the remaining year of the term for that position.

## Article VI – Charter Nominations and Elections

### Section 1

The nomination, election or appointment of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of the Minnesota 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

An appointment to an officer position will be done by the nominating committee. The recommendations of the appointment will be brought to the outgoing Board for approval. A two-thirds approval vote is needed for appointment. An officer may be appointed under the following circumstances: an elected officer position becomes vacant during the officer’s term OR no qualified individual stands as a candidate for an outgoing position at the time of the chapter’s annual election.

### Section 3

Candidates who are elected or appointed shall take office on the first day of January following their election, or the first day of the month following their appointment and shall hold office for the duration of their terms or until their successors have been elected and qualified

### Section 4

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 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 5

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

### Section 6

In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of candidates for PMI, Component or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

## Article VII – Committees

### Section 1

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