

Chapter 5 – PMIBA Board of Directors

5.0 Nomination and Election of Directors of the PMIBA Board

5.0.1 Nomination and Election of Directors will be conducted in accordance with the PMIBA Bylaws and these Rules of the Board. All nominees and candidates shall be obligated to abide by these governing documents.

5.0.2 Director Positions. Director positions and qualifications are as described in the Bylaws, Article V: Board of Directors, Sections A and B. The Code of Conduct for Board members is found in Rule of the Board, and Board Member's Code of Conduct. The Nominating Committee shall ensure that the members are offered a choice of regional representation for open Director positions and that more candidates are presented than the number of open positions.

5.0.3 When functioning on behalf of PMIBA, each potential PMIBA Board candidate must be willing to serve and protect the interests of PMIBA. Additionally, each potential PMIBA Board candidate must have a high level of integrity and professional conduct (as stated in the current *PMI Code of Ethics and Professional Conduct* and the PMIBA Rule of the Board. Each candidate should also possess and be evaluated against the following set of expected characteristics.

a) An appreciation of the value of the profession served by PMIBA.

The candidate has a good understanding of the profession served by PMI, along with its challenges, benefits and opportunities, and can articulate the value the practice of the profession brings to the successful performance of the strategic plan and/or goals of an organization.

b) The visionary strategic thinking capability to be able to understand the interests of diverse stakeholders, to assess the impacts of environmental and marketplace trends, and then to translate those interests and impacts into strategy.

The candidate can help formulate a future vision for an organization and can help to describe a strategy to achieve it, has the ability to identify and understand strategic risks and offer strategic guidance for resolving them, and has the capacity to provide a strategic perspective without needing to be engaged in the operational details.

c) The ability to operate effectively in global environments.

The candidate has a breadth of knowledge, understanding, and appreciation of global, regional, and local trends and can effectively interpret and use the information, is able to recognize that one's own viewpoint may be locally/culturally based and is able to be sensitive and open to views of others with a different local/cultural base, and has the capacity to think and contribute with a global viewpoint.

d) The experience of assisting in transformational change driven by strategic issues in a similarly-sized or larger organization.

The candidate is able to understand, deliberate, and describe the benefits and challenges associated with a potential transformational change for a fast-paced organization, has held a leadership role in at least one significant strategically-driven change in an organization, and has the ability to contribute to the identification and management of the consequences of such transformations.

e) The willingness and experience to serve others.

The candidate possesses passion and energy to understand and respond to the needs of others in an open, honest, humble, and altruistic manner, has actively participated in achieving constructive outcomes for others without regard to personal benefit, and has a strong interest in working on the advancement of PMI, its stakeholders, and the profession.

f) The experience and appreciation of working in a collaborative, collegial, respectful, and productive way with people having diverse backgrounds and viewpoints.

The candidate can work in a team environment; exhibits a spirit of inquiry by seeking, understanding, and valuing multiple viewpoints so that all issues are considered in the decision-making process; has the

willingness and ability to clearly articulate a personal position, while being able to participate in achieving a more-beneficial group-driven outcome; is able to protect the confidential nature of discussions; is willing to represent and accept accountability for group decisions with “one voice”; and can be open to constructive feedback on performance.

g) The experience of performing governing duties to meet legal and regulatory requirements inherent in the fiduciary oversight role of a board.

The candidate has the experience of performing a governance role performing fiduciary oversight of an organization; has the ability to independently evaluate the performance of an organization including financial, legal, leadership, and management; appreciates and understands the role of the Board in regard to the proper caretaking/stewardship of the organization; and is able to differentiate between board-level work and staff-level work and to be comfortable performing only board-level work.

h) The ability to use, in an appropriate manner, a network of contacts for the purpose of serving as an advocate for PMI and the profession.

The candidate has demonstrated the ability to use a network of contacts in one or more stakeholder communities relevant to the profession served by PMI, already uses the network professionally, and is willing and able to access the network in a selective and respectful way in order to serve as an advocate for PMI and the profession.

i) The willingness and ability to be an ambassador for PMI and the profession served by PMI.

The candidate has the willingness, capability and experience to speak in front of small and large groups using both self-prepared and externally-prepared material, and possesses an appropriate demeanor when serving in public.

In addition to every candidate possessing all of the above characteristics, the total composition of the board should be reflective of the diversity existing in the global project management marketplace in respect to gender, culture, geographic location, and stakeholder groups.

Annually, the **Governance Committee** should **informally** assess the level of the above characteristics possessed by the existing Directors and **informally** assess the diversity reflected within the composition of the Board and, if, in their judgment, believe that the Board should provide additional guidance to the Nominating Committee, a motion to that effect should be presented at the PMIBA Board's Annual Meeting.”

5.0.4 The Call for Nominations.

The President shall be responsible for publishing the annual Call for Nominations in a PMIBA member publication and on the PMIBA Web site, preferably every October.

- a) The Call shall identify the PMI Board directors whose term encompasses the coming year and announce the number of vacant director positions.
- b) The Call shall state that the election of directors will be in accordance with applicable parts of the Bylaws that shall be printed in the Call in their entirety.
- c) The Call shall state that nominations by petition shall require signatures of the required number of the eligible voting members as of the last day of the prior year.
- d) The Call shall state PMIBA’s policy on electioneering and campaigning.
- e) The Call shall include a timeline including, but not limited to:
 - 1) Date recommendations for nominees must be received by Nominating Committee Chair.
 - 2) Date by which individuals seeking nomination by petition must declare their intention in writing to the Nominating Committee Chair.
 - 3) Timeframe and Web address for registering support for individuals seeking nomination by petition.
 - 4) Date the Nominating Committee Chair informs the candidates who will be placed on the ballot.

5) Deadline for the receipt of the required candidate package by the President. The required candidate package includes: signed Board Limitations and Conflict Policy; Verification to Abide by Nomination and Election of Directors Rule of the Board; Biographical Statement of 250 words or less; Vision Statement of 250 words or less; photograph.

6) Date ballots will be provided to eligible voting PMIBA members.

7) Date election results will be announced.

5.0.5 Nominees by Petition. Candidates seeking Nomination by petition shall meet the candidate criteria defined in the PMIBA Bylaws.

5.0.6 Declaration. All nominees by petition shall, within the timeframe specified in the Call for Nominations, notify the Nominating Committee Chair of their intention to seek nomination by petition and provide written verification that they shall abide by the terms of this Rule of the Board.

5.0.7 Election Activities

a) Use of PMIBA Funds and/or Resources.

No funds or resources of the Chapter, or its Components or employees, shall be used to support the nomination or election of any candidate or group of candidates except for information posted on the official PMIBA Election Web site or published through other PMIBA media in direct support of the election process.

b) Candidate Communication.

Candidates may communicate, one-on-one, regarding their candidacy only if the communication focuses on their qualifications. Mass communications are prohibited. The candidates may not make reference to any other candidate or any existing or past Directors.

c) Campaign Materials.

No candidate or PMIBA member may utilize any campaign materials such as posters, buttons/lapel pins, group activities or sponsorships to promote a candidate.

d) Candidate Communications with the Chapter. The candidate should discuss the position with former Directors or a member of the Nominating Committee. Specific requirements of the position in terms of time, expense, meeting schedules, and administrative assistance should be explored.

e) PMIBA Promotion of Particular Candidates.

PMIBA and its components may not participate in any activity or provide opportunities at any PMIBA sponsored or PMIBA component functions that promotes or negatively impacts a particular candidate.

f) Election Material Acceptance.

The President will accept only election material provided by the Nominating Committee.

g) Compliance with Election Activity Rules of the Board.

The Nomination Committee will ensure that all nominees, as a condition of expressing their interest in being a nominee, will submit a signed copy of this Rule of the Board verifying that they have read, understand and agree to abide by these policies and rules. This includes the following statement:

‘As a condition of my potential nomination or candidacy, I agree that I will not initiate, encourage, accept or endorse conduct on behalf of my potential nomination or candidacy which is in violation of the policy relating to the election as adopted by the **PMIBA** Board of Directors. To violate this policy may result in revocation of my nomination by petition or candidacy for office.’

5.0.8 Nominating Committee & PMIBA Communications with Candidate.

The Nominating Committee Chair, with the President assistance, shall supervise all communication to potential nominees, nominees and candidates, including any requests for the completion of the Nominee Qualification Form and the candidate package.

5.0.9 Violation of Election Activity Rules of the Board.

Any alleged violations of these Rules shall be addressed in accordance with PMIBA Bylaws Article V, Section C, 6: 'Disputes'.

5.0.10 Election Administration.

The administration of Directors' elections shall be the responsibility of the President

- a) The President will secure an independent election services provider to conduct the balloting process, who shall be responsible for the formatting and reproduction of all ballot material to be provided to members in good standing as required in the Bylaws.
- b) The independent provider shall ensure that the member's identity cannot be determined in the course of casting his/her secret ballot while validating the member's eligibility to vote and ensuring that only one vote is cast per member.
- c) The independent provider shall ensure that only ballots received by the published, predetermined return date are counted.
- d) The independent provider shall provide a confidential written report of the official election results to the President and the PMIBA Nominating Committee Chair, including:
 - 1) The official results (including cumulative election totals)
 - 2) The number of cast votes
 - 3) The number of ineligible votes and reason they were ineligible
 - 4) Percentage of members who cast votes (including ineligible votes).

5.0.11 Ballot Material Preparation, Announcement of Election Results and Reporting.

- a) Upon the specified deadline stated in the Call for Nominations, the Nominating Committee Chair shall forward to the President the name of all eligible candidates, both those selected by the Nominating Committee and those who were successfully nominated by petition, to prepare the annual ballot materials for distribution.
- b) The President shall ensure that all candidates are informed of the approximate date that the election results will be communicated to them by the the PMI Nominating Committee Chair. At the same time, candidates shall also be informed of their required attendance/participation in an ad hoc meeting of the PMIBA Board (to be scheduled to coincide with the PMI Board's Annual Meeting) for the purpose of electing Chapter Officers and Board Standing Committee Chairs, as well as of their requested attendance as an observer, at the PMIBA Board of Directors meeting. PMIBA may reimburse any travel expenses for successful candidates related to attendance at these meetings.
- c) The President shall announce the election results at the Annual Membership Meeting.([Asamblea Ordinaria](#))
- d) Voting Records/Reports. The voting records are confidential materials and may not be released without the prior written permission of the PMIBA [Secretary](#) . Only the election winners and the overall total number of votes cast may normally be released.
- e) Record Retention. The Nominating Committee Chair and the President shall maintain confidential voting records/reports for three years, after which they shall be completely destroyed.
- f) Nominating Committee Reporting Process. The PMIBA Nominating Committee Chair shall submit an annual report summarizing the committee's activities, including a committee self-assessment and any

pertinent recommendations to the PMIBA Board of Directors in time for inclusion on the Consent Calendar for Receipt of the PMIBA Board's next regularly scheduled meeting following the election. The President shall also distribute said report to the following year's Nominating Committee Chair.

5.0.12 Nominating Committee Appointments:

In addition to the Bylaw requirement that Nominating Committee Chair shall not be a current Director of the Chapter, at least one member of the Nominating Committee should be appointed for a two-year term, or a member of the past Nominating Committee be re-appointed to the next Nominating Committee, to provide succession and consistency between Nominating Committees.

5.1 PMIBA Board/Member Communication Process

5.1.1 This PMI Board/Member Communication process recognizes three groupings of members:

- a) Individual Members
- b) Formal groups of members: Branches and committees.
- c) Formal administrative/coordination bodies

5.1.2 Fundamental Communication Principles are recognized as follows:

- a) Avenues permitting the target audience to provide input to the PMIBA Board's decision making process should be available.
- b) Avenues permitting the target audience to convey their needs and concerns to the PMIBA Board should be available.
- c) The PMIBA Board has the responsibility of communicating its vision, strategic direction, policies and decisions to the members.

5.1.3 Central Address. PMIBA staff shall establish a central address, or addresses, to which individual PMIBA members may send specific issues, concerns or queries to the PMIBA Board.

5.1.4 Logging and Action. Each communication shall be logged with a unique identifier by PMIBA staff and routed to the appropriate party for response.

- a) Operational Issues/Concerns shall be assigned to the President or appropriate staff managers for response in accordance with appropriate operational procedures/policies.
- b) Strategic Issues/Concerns shall be routed to the Vice President of the PMIBA Board for assignment to a PMIBA Board Director (Board Items).

c) Board items shall be assigned to a Director on the PMIBA Board for response and the originator of the item notified who on the PMIBA Board will respond.

d) Assigned PMIBA Board Director shall prepare a response, have it reviewed by at least one other PMI Board Director and then issue the response to the originating member.

e) All Board-related communications and responses will be posted for the entire Board's awareness.

5.1.5 General Guidelines for all Responses

- a) Timing. The assigned individual shall respond to the originating member with in 1 week of receipt of the assignment.
- b) Response. Where possible, the issue, concern or query should be resolved by the initial response. If it cannot be resolved/answered within 72 hours, an initial response should be issued identifying the course or action or timing for the final resolution.

5.2 PMIBA Outreach Policy

5.2.1 Definition.

Outreach is defined as interfacing with PMIBA stakeholders as an official representative of PMIBA. Individual PMIBA Board Directors, the PMIBA Board as a full governing body, and staff will engage in outreach for the purpose of achieving one or more objectives as identified in PMIBA's Strategic Plan.

PMIBA stakeholders include any group, organization or institution in our environment with which we should maintain a positive relationship because these produce a positive impact on the superior practice or global acceptance of project management. Stakeholders could include such entities as: business, government, academia, other project management professional associations, other professional, scientific or educational associations, as well as PMIBA entities such as components and committees.

5.2.2 Purpose.

The PMIBA Board and staff will conduct outreach in an effort to extend PMIBA's reach proactively, with targeted audiences in order to achieve a strategic or tactical intent.

PMIBA outreach may take several forms, including but not limited to:

5.2.3 Exposure Opportunities.

PMIBA may gain initial contact with a new market or market segment with the goal to introduce PMIBA, build awareness of the Chapter's activities, products, or services, or to gather information for strategic planning. This may include written publications that directly relate to the Board roles and responsibilities.

5.2.4 PMIBA Board Immersion Workshops.

The PMIBA Board, generally in conjunction with a regularly scheduled PMIBA Board meeting, may opt to engage with members of the region where it is meeting, for the purposes of achieving one or more of the goals identified in PMIBA's strategic plan. Members of the region include business, government, academia as well as PMIBA members and components.

5.2.5 Development Meetings.

PMIBA may participate in development meetings with professional organizations or other entities, usually for the purposes of exploring opportunities of mutual interest. PMIBA is interested in collaborating with external entities for the benefit of the profession and its members.

5.2.6 PMIBA Speaking Engagements and Requests for Articles.

PMIBA will provide an electronic request form to stakeholders for the purpose of submitting requests to Directors and staff to speak at specific events or for requests for written publications. The requests will be reviewed and considered by the President (or his/her designee) and will only be considered if they align with the operational outreach approach, plan and budget.

5.2.7 Appoint PMIBA Board Advisor.

Annually, the President may appoint a PMIBA Board Outreach Advisor to provide guidance and counsel to the President as needed regarding Board outreach activities.

5.2.8 Individual Directors shall:

- a) Speak with 'one voice' while representing PMIBA.
- b) Provide their projected availability to attend outreach engagements.
- c) Prepare for the engagement by reading the briefing material and other resources in advance.
- d) Ascertain the appropriate cultural norms/sensitivities required (i.e., gift exchange, reception of guests, etc.).
- e) Prepare and submit a trip report in the required format, including any follow-up actions, to the Staff Coordinator for posting in a timely manner and to ensure any follow-up items are distributed appropriately.
- f) Unless otherwise authorized, avoid making commitments on behalf of the PMIBA Board or the Chapter at large.
- g) Comply with Rule of the Board regarding personal invitations received by the Director to speak at events being held by other project management associations.
- h) Submit any written publications to PMIBA staff for editorial comments at least two weeks before the publication deadline

5.2.9 Staff Responsibilities Regarding Outreach.

- a) Operational Outreach Approach and Actionable Plan. The President shall be responsible for producing a specific operational outreach approach and actionable plan. These activities may include exposure

opportunities, immersion workshops, or development meetings and may sometimes be in conjunction with Board or Board Standing Committee Meetings. The plan shall be distributed each year, no later than 31 May.

b) PMIBA Board Meeting Site Selection. The President is charged with site selection for PMIBA Board meetings based on achieving the Operational Outreach Approach. The President will also be responsible for coordinating any immersion workshops that may take place in conjunction with a PMIBA Board meeting.

c) Logistics Support. The President shall appoint a Staff Coordinator to communicate and coordinate outreach and speaking assignments and logistics. This includes: identifying attendees based on a prioritized call list, estimating and tracking expenses, and ensuring post event trip reports are published, as well as general administrative activities, including but not limited to:

- 1) Developing advance travel/briefing material and necessary public relations, including the presenter's biographic summary and photograph, as requested, for pertinent outreach engagements.
- 2) Ensuring event sponsor has provided requisite audio/visual equipment for the presentation.
- 3) Providing presentation material and other requisite printed collateral to be used at Chapter Outreach engagements.

5.3 Organizational Monitoring

5.3.1 The President will provide periodic reports that enable the PMIBA Board to monitor the performance of the Chapter, both with regard to progress towards the goals and objectives outlined in the Strategic Plan and to program and financial performance.

5.3.2 Monthly Financial Statements. The President will provide to the PMIBA Board monthly unaudited financial statements that includes data to discern PMIBA's position year-to-date as compared to the approved budget.

5.3.3 Quarterly Monitoring Report. The President will provide to the PMI Board a quarterly Monitoring Report that consists of a format approved by Board

5.3.4 Strategic Performance. The President with concurrence from the Board will develop and periodically adjust, as appropriate the measures, targets, ranges and report format for the Balanced Scorecard as required for attainment of PMIBA's Strategic Plan.

5.3.5 Urgent issues raised by Board when reviewing a monitoring report in accordance with the Monitoring Report Review Process approved by the PMIBA Board will be forwarded to the President for action.

5.3.6 The President will provide access to adequate outside monitoring assistance as recommended-and approved by the PMIBA Board.

5.3.7 The President must always report, in a timely, manner actual or anticipated non-compliance with any policy of the PMIBA Board.

5.3.8 The President will provide the PMI Board, through the [Secretary](#), with periodic updates regarding litigation that is material to the operation of the Chapter.

5.4 PMIBA Board Committee Principles

5.4.1 PMIBA Board committees, when used, will be assigned so as to reinforce the wholeness of the PMIBA Board's job and so as never to interfere with delegation from the PMIBA Board to the President.

5.4.2 All committees must have an approved charter before committees can assemble and commence work.

5.4.3 PMIBA Board committees are to help the PMIBA Board do its job, never to help or to advise the staff. Committees ordinarily will assist the PMIBA Board by preparing policy alternatives and implications for PMIBA Board deliberations. In keeping with the PMIBA Board's broader focus, PMIBA Board committees will normally not have dealings with current staff operations.

5.4.4 PMIBA Board committees may not speak or act for the PMIBA Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.

5.4.5 PMIBA Board committees cannot exercise authority over staff. Because the President works for the full PMIBA Board, he or she will not be required to obtain approval of a PMIBA Board committee before an executive action.

5.4.6 The PMIBA Board may choose to implement the following types of “committees” with their defined purpose and duration, to help accomplish the work of the PMIBA Board:

a) Board Standing Committees: formally chartered by the PMIBA Board and charged with preparing for deliberation some aspect of the PMIBA Board's normal and ongoing annual responsibility. Standing Committees are composed of Directors of the PMIBA Board and the President.

b) Board Task Teams: Task Teams are formally chartered by the PMIBA Board, as necessary, to assist the Board in accomplishing its work. Task Teams are created to deliver a specific piece of work on the Board's behalf and will be dissolved upon the completion of the work. Task Teams may be comprised of both Board and non-Board members.

c) Board Support Committees: Board Support Committees are comprised generally of non PMIBA Board members and are formally chartered by the PMIBA Board to assist the PMIBA Board in some aspect of the PMIBA Board's roles and responsibilities. The Board Support Committees have defined purposes and deliverables, consistent with the Bylaws and Rules of the Board and are responsible to follow the PMIBA Board agenda process. The PMIBA Board may establish rules that permit PMIBA Board Directors to serve on Board Support Committees on an exceptional basis.

d) Board Council: Formally chartered by the PMIBA Board with individual specific written responsibility to conduct, year after year, some aspect of the organization's activities for which the PMIBA Board has ultimate responsibility.

5.4.7 This policy applies to any group that is formed by PMIBA Board action, whether or not it is called a committee and regardless whether the group includes PMIBA Board Directors. It does not apply to committees formed under the authority of the President.

5.5 PMIBA Board Standing Committees and Task Teams

5.5.1 Establishment.

The PMIBA Board of Directors shall establish and maintain PMIBA Board Standing Committees and Task Teams consisting of Incumbent PMIBA Board Directors, Non Board Members and the President of the Chapter. These PMIBA Board Standing Committees/Task Teams shall have no authority to act on behalf of the full PMIBA Board of Directors, except as otherwise provided herein, and shall be established for purposes of assisting the full PMIBA Board of Directors with respect to the fulfillment of its duties and responsibilities by enabling the PMIBA Board to acquire in-depth experience and understanding of governing and environmental issues which are to be considered by the full PMIBA Board of Directors.

5.5.2 Authority.

Consistent with the provisions of this Chapter, PMIBA Board Standing Committees/Task Teams shall have the authority and the duty to carry out the purposes of the Committee, as set forth in the formal PMIBA Board Standing Committee/Task Team Charters, as approved and authorized by the PMIBA Board of Directors. Each Chair of a PMIBA Board Standing Committee/Task Team is responsible to the PMIBA Board of Directors for the performance of their respective Committee/Task Team. The President is a nonvoting, Ex-Officio member of all Board Standing Committees (BdSC) and Task Teams.

5.5.3 Reporting.

PMIBA Board Standing Committees/Task Teams shall report to the PMIBA Board through the Governance Committee, unless specified otherwise.

5.5.4 Charter Review.

PMIBA Board Standing Committee/Task Team charters will be reviewed and approved annually by the PMIBA Board of Directors, in a process involving the respective committees and staff. Committees/Task Teams may not meet nor act without a current, approved Charter.

5.5.5 Limitations.

PMIBA Board Standing Committees/Task Teams shall be prohibited from any activities or actions that will cause the Institute to be legally or financially bound to an agreement or other relationships. PMIBA Board Standing Committees/Task Teams shall be limited to the activities set forth in their formal PMIBA Board Standing Committee/Task Team Charters consistent with law and the Bylaws and the Rules of the Board. PMIBA Board Standing Committees and Task Teams may not meet or act without a current, approved Charter.

5.5.6 Purpose.

There shall be Board Standing Committees/Task Teams as determined by the Board.

Currently the following exist:

a) The Governance Committee. The Governance Committee is chaired by the President of the PMIBA Board and consists of the PMIBA President, the Vice President, and the Secretary. The Governance Committee is accountable for coordinating the work of the other Standing Committees/Task Teams, for acting as the communications conduit to and from the PMIBA Board and the PMIBA Board's committees and Task Teams, for recommendations to the President for the PMIBA Board's agendas, and the development of the PMIBA Board's governing capacity .

1) Emergency Actions.

If an emergency occurs, the Governance Committee may act on behalf of the full PMIBA Board of Directors with the same force and effect as if the full PMIBA Board had acted upon the matter. For purposes of this section, an "emergency" is defined as a sudden and unforeseen event or crisis (i.e., fiscal peril that threatens the existence of the organization, grave personnel matter, etc.) that requires deliberation and a formal decision or action by the PMIBA Board of Directors within one to five days of the event or crisis. Special PMIBA Board meetings, in accordance with Bylaws Article VIII, shall be established for all events or issues that can be addressed in timeframes greater than five days. All decisions made by the Governance Committee under this provision shall be captured in formal written minutes, consistent with the rules established in Chapter 8 for the recording of minutes of the meetings of the PMIBA Board and shall promptly be reported to the full PMIBA Board.

b) The Strategic Planning and Program Alignment Committee (SPPA) is chaired by the Vice President who is elected under the procedures set forth in Chapter 6 of these Rules of the Board and consists of its Chair, appointed PMIBA Board Directors and the President. The purpose of the Strategic Planning and Program Alignment Committee is to establish, operationalize, and continuously improve PMIBA 's strategic planning process, and lead the PMIBA Board's participation in strategic planning and ensure alignment between strategic priorities, PMIBA programs and their annual budgets.

c) The Performance Oversight Committee (POC) is chaired by the Secretary of the PMIBA Board who is elected under the procedures set forth in Chapter 6 of these Rules of the Board and consists of its Chair, appointed PMIBA Board Directors and the President. The Performance Oversight Committee is responsible for monitoring PMIBA's operational and financial performance, in accordance with Rule of the Board 6.3, Organizational Monitoring.

5.5.7 Appointment of Standing Committee/Task Team Members.

a) Before January 1st of each year, the incoming Governance Committee will meet for the purpose of advising the President as to the appointment of the members to the other PMIBA Board Standing Committees/Task Team. The President will also seek PMIBA Board input on desired outcomes of the Committee/Team member selection process.

Appointment is subject to PMIBA Board approval. No PMIBA Board Director may serve on more than one PMIBA Board Standing Committee/Task Team, except that the Chairs of each PMIBA Board Standing Committee shall serve on the Governance Committee.

b) No PMIBA Board Director may serve on any committee/team other than a PMIBA Board Standing Committee/Task Team without the express written permission of the President and which shall only be granted for good and exceptional cause.

c) Staff Support of Committees/Teams. The President shall be responsible for the staff's planned annual support of the PMIBA Board Standing Committees/Task Teams. The President shall assign an administrative assistant in support of each Standing Committee/Task Team, whom shall be responsible to President. The Standing Committee/Task Team Chair is responsible for reaching agreement with the President for planned and ongoing support of each respective Committee. No member of the Chapter's staff may be appointed as a member of, or to support, any Task Team or Board Support Committees without the prior approval of the President.

5.6 Board Support Committees

5.6.1 Definition.

Board Support Committees, such as the Nominating Committee, Ethics Review, Ethics Appeals, are committees comprised of individuals who are not members of the PMIBA Board of Directors (except where an exception has been approved by the Board).

Non-PMIBA, non-voting members may be considered for committee membership, and other groups consistent with the Committee's PMIBA Board-approved charter. Board Support Committees exist to support the work of the PMIBA Board of Directors and are held accountable as defined in individual charters, which must be approved by the PMIBA Board of Directors.

5.6.2 The President, with approval of the PMIBA Board of Directors, may establish and maintain Board Support Committees, as deemed necessary and effective, to advise and assist the PMIBA Board of Directors with respect to fulfillment of its duties and responsibilities concerning specific, long-term issues and matters of importance to the Chapter, except the Nominating Committee, which shall be constituted as set forth in Article VI, Section C of the Bylaws of the Chapter. Board Support Committees shall be established in a manner consistent with the Bylaws and applicable Rules through a formal PMIBA Board approved Charter, which shall specifically identify the issues, purposes, composition, authority, responsibility, accountability, annual reporting and duration of each Board Support Committee.

5.6.3 Authority and Limitations.

a) Authority.

Board Support Committees shall have the authority and the duty to carry out their purposes, as set forth in the formal Board Support Committee Charter, as approved and authorized by the PMIBA Board of Directors.

b) **The Charter** of each Board Support Committee shall identify the linkage and **supervision** from the PMIBA Board.

c) Limitations.

Board Support Committees shall be prohibited from any activities or actions that shall cause the Chapter to be legally or financially bound to an agreement or other relationships. Board Support Committees shall be limited to the activities set forth in the formal Board Support Committee Charters consistent with law, the Bylaws and all applicable Rules of the Board.

5.6.4 Appointment, Removals and Vacancies.

a) Appointments.

The PMIBA Board of Directors shall appoint all Chairs and members to Other Board Committees consistent with the Bylaws and applicable Rules. Terms of appointment shall not be longer than one (1) year, unless otherwise approved by the PMIBA Board of Directors.

b) Removals.

The PMIBA Board of Directors shall have the authority to remove Board Support Committee Chairs and members at its discretion, in the same manner as prescribed for appointments.

c) Vacancies.

Vacancies shall be filled in the same manner as appointments.

5.6.5 Charter Review.

The PMIBA Board of Directors shall annually review each Board Support Committee Charter to ensure compliance with all Committee requirements and Chapter Rules and Policies developed by the PMIBA Board of Directors. The PMIBA Board of Directors retains the sole and exclusive authority to approve, require revisions, suspend, deny, or revoke any Board Support Committee Charter, consistent with the Bylaws and all applicable Rules. Board Support Committees may not act without a current, approved Charter.

5.6.6 Dissolution.

The PMIBA Board of Directors may dissolve Board Support Committees by revocation or non-renewal of the Board Support Committee Charter. Revocation and/or non-renewal of an Board Committee Charter shall occur when the PMIBA Board of Directors determines that the Board Support Committee has fulfilled its purpose(s), or that such action is in the best interests of the Chapter and in accordance with applicable Rules.

5.7 PMIBA Board Committee Appointments

5.7.1 Applicability of this Rule.

The term "committee" is used throughout this Rule of the Board to refer to all PMIBA Board Committees. This Rule of the Board does not, however, apply to committee positions to the extent that they are filled through an election or appointment process defined elsewhere in PMIBA 's Governing Documents, any law, regulation or standard imposed by any governmental or other regulatory body due to the nature of the respective committee's mission or charter.

5.7.2 Volunteer Recruitment

a) Volunteer Recruitment Process.

The President shall establish a process on the PMIBA Web site through which volunteer opportunities are described and made known. All volunteers interested in serving must submit an electronic Volunteer Application Form, which contains preferred contact information as well as interested areas of service and qualifications. Volunteers can actively register their interest either in general or for a specific committee. A potential volunteer may, at any time, retract the application, should he/she no longer be interested in serving.

b) Volunteer Compliance to PMIBA Policies.

All volunteers must agree, as part of the Volunteer Application Form, and confirm in writing at the time of appointment and before a term of service is initiated, to adhere to and abide by the Chapter's policies, then in force and as may be amended from time to time, related to committee and volunteer activities. The President shall cause any and all policies relating to committee work, PMIBA Board committee code of conduct, confidentiality, conflict of interest, copyright agreement, anti-trust and the like to be available on the PMIBA Web site.

5.7.3 Volunteer Selection.

a) Volunteer Database.

The President shall ensure that a database of all volunteers who have submitted a Volunteer Application Form is maintained and updated to reflect assignments.

b) Committee Assignment Philosophy.

The following guideline is generally followed for committee assignment. The President may, however, at any time make a determination to waive these guidelines if a specific situation warrants it.

c) Participation on Multiple Committees.

PMIBA is privileged in having a wealth of volunteers with a lively interest in contributing to all levels and aspects of the organization. In general, therefore, a volunteer is assigned to no more than one committee in any given timeframe. A volunteer may, at the President's discretion, participate in more than one committee simultaneously provided that:

- 1) the volunteer does not have a real or perceived conflict of interest or divided loyalties either personally, or related to the work of the other committee assignment;
- 2) the volunteer is not a Chair, Deputy Chair, or sub unit leader on more than one committee simultaneously; and,
- 3) the volunteer has the necessary time available to fulfill all resulting commitments.

5.7.4 Committee Appointments.

Consistent with PMIBA's Governing Documents, the President, subject to PMIBA Board approval, shall bear the responsibility for committee appointments and may seek consultation from the PMIBA Board, Governance Committee, or others to attempt to suitably align individual qualifications with charter requirements. Appointment to a committee is a privilege, not a right and may be revoked by the President.

a) Committee Chair Appointments.

The PMIBA Chair will appoint a committee Chair responsible for successfully executing the committee charter, subject to PMIBA Board approval.

b) Committee Member Appointments.

The President will attempt to choose from volunteers that have registered interest in the specific opportunity or in committee work in general, trying to honor the volunteer's preferences. However, considerations such as required diversity, experience, or committee size constraints may take precedence over individual volunteer preferences to ensure optimal effectiveness and efficiency of the committee. The President will attempt to distribute available volunteer opportunities to a broad range of the members who have submitted a Volunteer Application Form. If a volunteer is not appointed to the committee they have registered interest in, he/she may be considered for reappointment on another committee.

c) PMIBA Staff and Non-member Volunteer Appointments.

The President, at his/her discretion, may appoint PMIBA Staff and non- PMIBA members as full and voting committee members as deemed appropriate and beneficial. While on a committee, staff and non- PMIBA members are required to adhere to PMIBA Member Ethical Standards and other applicable Chapter policies of which the individual is given notice.

5.7.5 Volunteer Acceptance.

The President shall assign a Director to direct that a letter of appointment, the relevant committee charter and an Agreement to Serve be forwarded to all appointed volunteers.

5.7.6 Agreement to Serve.

Committee member conduct is ruled by Rule of the Board, Board Members' Code of Conduct. Written agreement to this and all other relevant Chapter policies is a prerequisite to serving on a committee. To this effect, the Agreement to Serve includes a statement of compliance, listing all relevant Chapter

policies, which is to be signed and returned to PMIBA by the volunteer within a time period specified in the letter of appointment.

5.7.7 Effective Date of Appointment.

The appointment is effective when the signed Statement of Compliance has been received by PMIBA staff, unless otherwise stated in the appointment letter. Once the appointment has been confirmed, committee orientation and appropriate background material will be forwarded to the volunteer.

5.7.8 Non-acceptance.

If a volunteer provides notice of non-acceptance or does not return the Statement of Compliance within the specified time period, the President may appoint another interested volunteer, ensuring that the original volunteer is properly notified.

5.7.9 Committee Member Term.

A committee member is appointed for the duration of the committee as defined in its charter or for one year, whichever is shorter.

a) Extending a Committee Member Term. The President may extend the term of a committee member subject to the committee charter.

b) Committee Member Resignation.

All committee members are encouraged to rapidly communicate to the committee Chair if their personal situation no longer allows them to devote the necessary time to fulfill their committee commitments (in case of a committee Chair, to the President). If no other solution can be found, members should terminate their participation on the committee by sending a letter of resignation to the President.

c) Committee Member Removal.

The President may, at any time, rescind the appointment of a Chair or member to a committee for any reason. (Such reasons could be that the committee purpose has become obsolete due to new developments, nonperformance of the respective person, inability to adequately resolve a conflict of interest or a personality clash that hampers the committee's ability to deliver the expected result.) The decision of the President cannot be appealed.

d) End of Committee Member Term.

Upon the conclusion of a committee member term, a letter of recognition and appreciation will be sent to the volunteer. The letter will state that the volunteer should retain the recognition letter for use in receiving PDU credit for their volunteer activity, as applicable. In addition, the volunteer shall be surveyed regarding his/her committee experience to continually enhance the attractiveness and effectiveness of PMIBA's volunteer program.

Chapter 6 - Nomination/Election of Officers of the Chapter

6.0 Nomination and Election of Officers of the Chapter and PMIBA Board Standing Committee Chairs

6.0.1 PMIBA Board of Directors.

a) Incumbent PMIBA Board.

The incumbent PMIBA Board and its members are those whose term of office concludes at the end of the current calendar year.

b) Incoming PMIBA Board.

The incoming PMIBA Board and its members are those whose term of office begins at the first of the next calendar year and those whose term continues for the next calendar year.

6.0.2 Officer Positions and PMIBA Board Standing Committee Chairs.

The Officer positions are as described in the Bylaws. In addition the following Officers shall serve as Chairs of the PMIBA Board Standing Committees: the President shall chair the Governance Committee; the Secretary shall chair the Performance Oversight Committee; and the Vice President shall chair the

Strategic Planning and Program Alignment Committee (SPPA). As used herein the term "Committee Chairs" means the Officers in their roles as Chairs of the PMIBA Board Standing Committees and the Chair of any other PMIBA Board Standing Committee that the PMIBA Board may from time to time create.

a) Immediate Past President.

After the completion of the full term individuals were elected to serve as President will assume the title of Immediate Past President for one calendar year only (Jan.-Dec.) immediately following their term of service as President. In the capacity of Immediate Past President, individuals will be assigned tasks at the discretion of the incumbent President but will have no official authority as an officer of the PMIBA Board as defined in the PMIBA Bylaws.

6.0.3 Special Meeting.

Consistent with the Bylaws, the Incoming PMIBA Board shall conduct a Special Meeting subsequent to the announcement of the Incoming PMIBA Board Directors election results, for the purpose of electing the Incoming Officers of the PMIBA Board and the Incoming PMIBA Board Standing Committee Chairs. The meeting shall take place as soon after the announcement of the PMIBA Board Directors election results as practicable.

6.0.4 Notice and Agenda.

Written notice shall be as required in the Bylaws. Agenda shall be prepared and distributed with the Notice.

6.0.5 Board Member Statements.

a) Declaration of Interest for Board Officer Positions and Standing Committee Chairs.

Board members who may be interested in election to a Board Officer position or a Standing Committee Chair will be encouraged to fill out a Declaration of Interest Statement. The purpose of this form is not a self-nomination, but to provide the Board with a sense of each member's interest and qualifications in the various positions, reducing the discomfort associated with on-site nominations. Completing this form is voluntary and does not commit any candidate to or prevent any candidate from accepting a nomination at the Special Meeting to elect Board Officers and Standing Committee Chairs.

b) Biographical Statement.

All Board members will be requested to complete a short biographical statement that will be shared with other members of the Board prior to the Special Meeting to election Board Officers and Standing Committee Chairs.

6.0.6 Introductions.

One of the first items on the Agenda will be an introduction period to facilitate the process for existing and new PMIBA Board Directors to begin to know each other. During this period, each PMIBA Board Director will be given no more than five (5) minutes to verbally give a brief biography of themselves, their vision for PMIBA and any key issues they feel should be addressed by the PMIBA Board in the coming year.

6.0.7 Presiding Officer.

The presiding officer shall be the Incumbent President or the Incumbent President's designee, subject to PMIBA Board approval.

6.0.8 Acceptance by Resolution.

Officer and Committee Chair(s) election results and any other formal actions taken at the Special Meeting shall be acted upon by ratification, as the first item of business, at the first scheduled meeting of the year of the Incoming PMIBA Board.

6.0.9 Eligibility.

All Director of the Incoming PMIBA Board, who are members in good standing of PMIBA, shall be eligible for nomination to any and all positions.

6.0.10 Officer Role, Duties & Terms of Office.

As specified in the Bylaws and the Rules of the PMIBA Board.

6.0.11 Nominations.

The Presiding Officer will call for verbal nominations from the floor, for one position at a time, beginning with the highest-ranking position, i.e., President. Individuals may self-nominate or be nominated by others. All nomination made shall be accepted, subject to:

- 1) the nominee being a member in good standing;
- 2) the nominee agreeing to serve if elected.

All such nominations will be included on a written ballot prepared at the Special Meeting.

The Presiding Officer will close nominations when it is apparent that there are no further nominations, and call for voting for that position.

Nominations for the next position shall follow when voting is completed and results are announced.

The nomination process shall conclude when nominations have been closed for the final vacant position. Unsuccessful nominees for one position are eligible for nomination for other positions.

6.0.12 Campaign & Electioneering.

There shall be no campaigning and/or electioneering prior or subsequent to nominations at the special meeting. Potential nominees and/or actual nominees shall not utilize personal, business or PMIBA resources for campaigning and/or electioneering. Gifts and/or contributions by others, on behalf of potential nominees or nominees is not permitted. Violations shall be brought to the attention of the Incumbent PMIBA Board Chair for review, who shall inform the individual(s) involved in writing of the complaint. Failure to abide by the rules may result in automatic disqualification of an individual.

6.0.13 Voting.

a) Voting Eligibility.

Only Directors of the Incoming PMIBA Board are eligible to vote.

b) Voting.

The voting process is a **synergistic-building model**, which also eliminates need for run-off elections, except in case of a tie vote between two nominees.

c) Voting Method.

Each voter shall write in and rank on individual ballots the nominees for the positions of President, Vice President, **Secretary** and Committee Chairs(s), using a #1 for their first choice, and #2, #3, #4, etc. The number of nominees for each position determines the number of rankings to be used in voting for each position.

d) Required Vote.

Voters must register a vote for every candidate, i.e., rank all nominees for each position. Any incomplete ballot will be discarded.

e) Declared Winner.

The Teller will declare the candidate receiving the lowest numerical total core the winner. Except in the case of a tie, winners will be selected as a result of the first round of voting.

6.0.14 Independent Teller.

The Nominating Committee President will appoint a minimum of 2 tellers for the purposes of collecting, counting, certifying and informing the Presiding Officer of the voting results. After informing the Presiding Officer of the results of each ballot, the Tellers shall return 1 copy of each ballot certification to the President and shall retain one copy, for the term elected to serve, in case of a contested ballot. All ballot contents shall be kept strictly confidential.

6.0.15 Tie Vote.

In the case of a tie vote, the Teller will inform the Presiding Officer, who will call for subsequent balloting using written ballots prepared for the purpose. The balloting will continue until the Teller informs the Presiding Officer of a winner in the tied election.

6.0.16 Announcement of Results to Membership.

The Incumbent PMIBA President shall announce the results of the Officer and any Committee Chair elections to the PMIBA membership as soon thereafter as practicable.