

Governor Job Description

Project Management Institute – Orange County Chapter, Inc.
A Nonprofit Mutual Benefit Corporation

Article V – Board of Governors

Section 1. PMI-OC shall be governed by a Board of Governors (hereinafter Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation.

Section 2. The Board shall consist of the Governors of PMI-OC elected by the membership and shall be members in good standing of PMI and of PMI-OC. Terms of office for the Governors shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than three (3) consecutive terms on the Board in general. These terms are staggered so that one half of the elected Governors are elected each year. If there is no individual willing or able to fulfill an open position on the Board due to this limit, that expiring officer may be re-elected for one additional term by a majority vote.

Section 3. The Officers of PMI-OC shall be the President, Vice President of Finance, and Vice President of Administration, VP of Operations, VP of Communications, and VP of Strategy. PMI-OC shall have, at the discretion of the Vice Presidents, such other appointed, non-voting Officers as authorized by the Board. Neither the Vice President of Administration nor the Vice President of Finance may serve concurrently as the President. All position assignments on the Board will be determined by the members of the Board from the six elected and voting officers.

Section 4. The President shall be the chief executive Officer for PMI-OC and of the Board, and shall perform such duties as are customary for presiding Officers, including making all required appointments to advise the Board. The President shall perform all acts required or authorized by PMI-OC Bylaws and shall have such other powers and duties as may be assigned by the Board. The President shall ensure compliance with PMI-OC bylaws.

The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee. On these committees, the President shall perform all acts required or authorized by PMI-OC Bylaws and shall have such other powers and duties as may be assigned by the Board. The President shall ensure compliance with PMI-OC bylaws.

Section 5. The Vice President, Administration will act at the direction and guidance of the President to maintain adequate records of all PMI-OC proceedings, actions, and business meetings of the Chapter and meetings of the Board, have responsibility for the accountability of Board and Chapter Documents. The VP Administration shall be responsible for conducting and certifying the results of all Chapter and Board votes and elections.

Section 6. The Vice President, Finance shall oversee the management of funds for duly authorized purposes of PMI-OC. The VP Finance will act at the direction and guidance of the President to oversee the management of funds for duly authorized purposes of the Chapter, have charge and custody of all financial assets and records of the Chapter and file all required tax returns and financial reports.

Section 7. The Vice President, Operations will act at the direction and guidance of the President to oversee the Operational Activities of the Chapter. These may include the areas of responsibility associated with Programs, Education Development and External Collaboration.

Section 8. The Vice President, Communications will act at the direction and guidance of the President to oversee the Communications Activities of the Chapter. These may include the areas of responsibility associated with Information Technology, Internal Marketing and Membership.

Section 9. The Vice President, Strategy will acts at the direction and guidance of the President to oversee the development and implementation of strategic goals and initiatives that will support the chapter's continued development to meet the stated purpose of the organization.

Section 10.

- a) Each Governing Board member is responsible for the definition and maintenance for their positions and their subordinate organizations as outlined in the Chapter Operations Manual, along with any other documentation deemed necessary by the Board to support the ongoing Operations of the Chapter.
- b) The Board shall exercise all powers of PMI-OC, 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 PMI-OC business and funds.
- c) President and all Vice Presidents shall perform any additional responsibilities deemed necessary by the Board to support the ongoing functions of PMI-OC.

Section 11. 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 not vote by proxy. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 12. Vice Presidents shall not be compensated for their normal activities associated with membership on the Board of Governors. Vice Presidents or Members who perform special duties on behalf of PMI-OC may be reimbursed for normal expenses incurred in those activities as approved by the Board.

Section 13. The Board shall declare an office to be vacant where a Governor ceases to be a member in good standing of PMI or the chapter. The Board may declare an office to be vacant where by a Governor

- 1) Fails to attend two (2) consecutive Board meetings, or
- 2) Fails to attend three (3) consecutive Chapter meetings, or
- 3) Consistently fails to meet the obligations of his or her office, or
- 4) There is any other just cause in connection with the affairs of the organization.

A member of the Board may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 14: The President or a Vice President may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of PMI-OC membership present and in person at an official meeting of PMI-OC general membership, or by a two-thirds (2/3) vote of the Board of Governors.

Section 15: If any Vice President 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 Vice President of Operations shall assume the duties and office of the President for the remainder of the term.